

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	: Chapter 11
	:
SEARS HOLDINGS CORPORATION, <i>et al.</i>,	: Case No. 18-23538 (RRD)
	:
Debtors.¹	: (Jointly Administered)
	:

**SUMMARY SHEET TO THE FIRST INTERIM FEE
APPLICATION OF EVERCORE GROUP L.L.C. FOR ALLOWANCE OF AN
ADMINISTRATIVE CLAIM FOR COMPENSATION FOR SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES INCURRED AS INVESTMENT BANKER TO
THE DEBTORS FOR THE PERIOD FROM OCTOBER 15, 2018 THROUGH AND
INCLUDING MARCH 14, 2019**

General Information

Name of Applicant:	Evercore Group L.L.C.
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Date of Retention:	December 7, 2018, <i>nunc pro tunc</i> to October 15, 2018

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovol Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); SHC Licensed Business LLC (3718); SHC Promotions LLC (9626); Sears Brands Management Corporation (5365); and SRe Holding Company (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Prior Applications: None

Period for which compensation and reimbursement is sought: October 15, 2018 through March 14, 2019 (the “Fee Period”)

Summary of Fees and Expenses Sought for the Fee Period

Amount of Fees Sought as Actual, Reasonable, and Necessary for the Fee Period:	\$1,000,000.00
Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary for the Fee Period:	\$17,095.30
Total Fees and Expense Reimbursement Requested for the Fee Period:	\$1,017,095.30

Total Fees and Expenses Allowed Pursuant to Prior Applications

Total Allowed Fees Paid to Date: N/A

Total Allowed Expenses Paid to Date: N/A

Total Allowed Fees and Expenses Paid to Date: N/A

Total Fees and Expenses Paid to Applicant Pursuant to Monthly Statements

Fees Sought for this Fee Period Already Paid Pursuant to Monthly Fee Statements but Not Yet Allowed:	\$880,000.00
Expenses Sought for this Fee Period Already Paid Pursuant to Monthly Fee Statements but Not Yet Allowed:	\$5,244.86

Total Fees and Expenses Sought for this Fee \$885,244.86
Period Already Paid Pursuant to Monthly Fee
Statements but Not Yet Allowed:

Total Fees and Expenses Sought for this \$131,850.44
Compensation Period Not Yet Paid:

This is a: monthly X interim final application

Summary of Prior Monthly Fee Statements

Date Filed & ECF No.	Period Covered	Total Compensation and Expenses Incurred for Period Covered		Total Amount Previously Requested with Prior Monthly Fee Statement		Total Amount Paid to Date		Amount Due
		Fees	Expenses	Fees	Expenses	Fees	Expenses	
12/07/2018 ECF No. 1089	10/15/2018-12/14/2018	\$400,000.00	\$2,010.94	\$400,000.00	-	\$400,000.00	-	\$2,010.94
03/01/2019 ECF No. 2725	12/15/2018-03/14/2019	\$600,000.00	\$15,084.36	\$480,000.00	\$5,244.86	\$480,000.00	\$5,244.86	\$129,839.50
Total for First Interim Fee Application	10/15/2018-03/14/2019	\$1,000,000.00	\$17,095.30	\$880,000.00	\$5,244.86	\$880,000.00	\$5,244.86	\$131,850.44

SUMMARY OF TIME SPENT BY EVERCORE PROFESSIONALS
FROM OCTOBER 15, 2018-MARCH 14, 2019

Name of Professional	Title	Total Hours
Daniel Aronson	Senior Managing Director	137.0
Marty Cicco	Senior Managing Director	9.5
Jeremy Matican	Managing Director	201.5
Guy McCumber	Vice President	35.0
Siddhesh Patkar	Associate	285.5
Derek McBride	Associate	36.5
Sean Mulroy	Senior Analyst	31.5
Kirsten Colwell	Senior Analyst	28.0
Jonathan Kamel	Analyst	424.5
Ajith Sukumar	Analyst	290.5
Ziyaad Khayrattee	Analyst	49.0
Total		1,528.5

SUMMARY OF SERVICES RENDERED BY EVERCORE PROFESSIONALS
FROM OCTOBER 15, 2018-MARCH 14, 2019

Category	Project Description	Total Hours
1	General Case Administration	33.5
2	Asset Transfers	216.0
3	Financing Transactions	274.0
4	Valuation	186.5
5	Sale Transaction	245.0
6	Board Communication	282.5
7	Court Testimony and Litigation Support	157.5
8	Hearings and Court Matters	15.0
9	Travel	33.0
10	Evercore Retention	30.5
11	Fee Application	55.0
Total		1,528.5

SUMMARY OF EXPENSES INCURRED BY EVERCORE
FROM OCTOBER 15, 2018-MARCH 14, 2019

Project Description	Expenses
Travel	\$2,332.40
Local Ground Transport	\$2,018.03
Meals	\$1,711.62
Legal & Other	\$11,033.25
Total Expenses	\$17,095.30

UNITED STATES BANKRUPTCY COURT
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	:
SEARS HOLDINGS CORPORATION, <i>et al.</i>,	: Case No. 18-23538 (RRD)
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Debtors.¹	: (Jointly Administered)
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**FIRST INTERIM FEE APPLICATION OF EVERCORE GROUP L.L.C. FOR
ALLOWANCE OF AN ADMINISTRATIVE CLAIM FOR COMPENSATION FOR
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED AS
INVESTMENT BANKER TO THE DEBTORS FOR THE PERIOD FROM OCTOBER
15, 2018 THROUGH AND INCLUDING MARCH 14, 2019**

TO THE HONORABLE ROBERT D. DRAIN,
UNITED STATES BANKRUPTCY JUDGE:

Evercore Group L.L.C. (“Evercore”), investment banker to the restructuring sub-committee (the “Restructuring Sub-Committee”) of the Sears Holding Corporation’s board of directors with respect to certain matters controlled by the Restructuring Sub-Committee (the “RSC Conflict Matters”), hereby submits its first interim fee application (the “Fee Application”),

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); SHC Licensed Business LLC (3718); SHC Promotions LLC (9626); Sears Brands Management Corporation (5365); and SRe Holding Company (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

pursuant to sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Rules for the Southern District of New York (the “Local Rules”), for allowance of compensation for professional services provided in the amount of \$1,000,000.00 and reimbursement of actual and necessary expenses in the amount of \$17,095.30 that Evercore incurred for the period from October 15, 2018 through March 14, 2019 (the “Fee Period”). In support of this Fee Application, Evercore respectfully represents as follows:

Preliminary Statement

1. During the Fee Period, and since the commencement of these Chapter 11 cases (the “Chapter 11 Cases”), Evercore professionals have represented the Restructuring Sub-Committee professionally, diligently, and efficiently, advising them on a wide variety of highly complex matters and issues. With the advice and assistance of Evercore, the Restructuring Sub-Committee has, among other things, investigated and analyzed pre-petition financing transactions and asset transfers involving related parties, and participated in the negotiation of a sale transaction with ESL Investments comprising substantially all of its assets. Given these accomplishments, Evercore respectfully submits that the compensation and expense reimbursement sought herein for the necessary and beneficial professional services Evercore provided to the Restructuring Sub-Committee during the Fee Period are reasonable and appropriate, commensurate with the scale, nature, and complexity of these Chapter 11 Cases, and should be allowed.

2. On November 16, 2018, this Court entered the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 796] (the

“Interim Compensation Order”). The Interim Compensation Order provides that when seeking compensation for services rendered, professionals must submit monthly fee statements to certain notice parties. Each person receiving a statement has fifteen (15) days after its receipt to review and object to such monthly fee statements. If no objection is made, the Debtors are authorized to pay 80% of the fees requested (with the remaining 20% of the fees requested referred to herein as the “Holdback”) and 100% of the charges and disbursements requested. Evercore has submitted monthly fee statements for each of the months covered by the Fee Period. The aggregate Holdback amount for the Fee Period is \$120,000.00 (the “First Interim Period Holdback”). Evercore is currently seeking allowance and payment of the First Interim Period Holdback in addition to other fees and expenses.

3. This Fee Application has been prepared in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Interim Compensation Order, *the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases pursuant to General Order M-447* (Jan. 29, 2013) (the “Local Guidelines”),² and the *U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013 (collectively, the “Fee Guidelines”). To the extent this Fee Application is not in compliance with the Fee Guidelines, Evercore respectfully submits that such noncompliance is immaterial and requests a waiver of the applicable requirements.

4. The Restructuring Sub-Committee has been given the opportunity to review this Fee Application and have approved the compensation and reimbursement of expenses requested herein.

² The certification required by the Local Guidelines is attached as Exhibit A.

Jurisdiction and Basis for Relief

5. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Background

A. The Chapter 11 Filings and General Case Background

6. On October 15, 2018 (the “Petition Date”), each of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code, thereby commencing the instant cases (the “Chapter 11 Cases”). The Debtors continue to manage and operate their businesses as debtors in possession under sections 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in the Chapter 11 Cases. An official committee of unsecured creditors was appointed on October 24, 2018. The Debtors’ Chapter 11 Cases are being jointly administered for procedural purposes only pursuant to Rule 1015(b) of the Bankruptcy Rules.

7. Additional information regarding the Debtors’ business, capital structure, and the circumstances leading to the commencement of these Chapter 11 Cases is set forth in the *Declaration of Robert A. Riecker Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for Southern District of New York* [Docket No. 3] (the “Riecker Declaration”), which was filed with the Court on the Petition Date.

B. The Debtors’ Retention of Evercore

8. On November 1, 2018, the Debtors filed an application to employ Evercore, pursuant to the terms and conditions of that certain engagement letter dated October 16, 2018, as investment banker [Docket No. 424] (the “Retention Application”). On December 7, 2018, the

Court entered an order approving the Retention Application [Docket No. 1089] (the “Retention Order”).

9. The Retention Order authorized the Debtors to employ and retain Evercore, *nunc pro tunc* to the Petition Date, as the investment banker to the Restructuring Sub-Committee in these Chapter 11 Cases. The Retention Order further authorized Evercore to provide services solely at the direction of the Restructuring Sub-Committee with respect to the RSC Conflict Matters as described in the Retention Application, including:

- (a) Assist Paul, Weiss, Rifkind, Wharton & Garrison LLP (“Paul Weiss”) and Young, Conway, Stargatt & Taylor LLP (together with Paul Weiss, “Counsel”) in determining whether a matter constitutes an RSC Conflict Matter;
- (b) Assist Counsel in the investigation and analysis of RSC Conflict Matters;
- (c) Assist Counsel in implementing the directions of the Restructuring Sub-Committee, related to RSC Conflict Matters;
- (d) Assist Counsel in the evaluation of claims by or against the Company with respect to RSC Conflict Matters;
- (e) Assist counsel with analyzing the current and/or prior business, operations, and financial projections of the Company with respect to RSC Conflict Matters;
- (f) Attend Court hearings, meetings with Counsel, the Restructuring Sub-Committee, the Restructuring Committee, the Board, and/or other stakeholders, with respect to matters on which Evercore has been engaged to advise; and
- (g) Provide testimony, as necessary, with respect to matters on which Evercore has been engaged to advise Counsel in any proceedings under the Bankruptcy Code that are pending before the Court.

Relief Requested and Reimbursement of Expenses Requested

10. Pursuant to the Retention Order, in consideration for services provided to the Debtors, the Debtors agreed to pay Evercore the following amounts, pursuant to section 328(a) of the Bankruptcy Code, and subject to approval of this Court:

Fees	Amount	Expenses	Total
At Signing	\$400,000		
December 15 th , 2018	\$200,000		
January 15 th , 2019	\$200,000		
February 15 th , 2019	\$200,000		
Total	\$1,000,000	\$17,095.30	\$1,017,095.30

11. By this Fee Application, in accordance with the Retention Order and the Interim Compensation Order, Evercore seeks allowance on an interim basis and payment for compensation for professional services during the Fee Period in the amount of \$1,000,000.00 and for reimbursement of expenses incurred in connection with the rendition of such services in the amount of \$17,095.30.

12. Since the Petition Date, pursuant to the Interim Compensation Order, Evercore has received \$880,000.00 in fees (100% of the fees of \$400,000.00 approved in the Retention Order and 80% of the fees of \$600,000.00 under the First Monthly Fee Statement) and \$5,244.86 for expenses.

13. Evercore submits that the investment banking services and advice it rendered to the Restructuring Sub-Committee, in connection with the Debtors' Chapter 11 case during the Fee Period were necessary and beneficial to the Debtors, their creditors, and their estates. Evercore professionals provided a high level of service to the Restructuring Sub-Committee and

devoted substantial time in connection with investigating the RSC Conflict Matters, evaluating any claims arising from the RSC Conflict Matters, and the impact thereof on the Debtors' sale process and related negotiations.

14. During the Fee Period, Evercore professionals devoted a total of 1,528.5 hours to activities to support the Restructuring Sub-Committee. Schedules showing the name, position, and hours worked during the Fee Period of each Evercore professional are included in the cover pages to this Application. In accordance with the Retention Order, Evercore maintained written records of the time spent by professionals by matter of services rendered to the Restructuring Sub-Committee, which are attached to the Application as Exhibit B.

15. In accordance with the Retention Order, Evercore also maintained records of all actual and necessary out-of-pocket expenses incurred in connection with its rendition of services on behalf of the Restructuring Sub-Committee. The detail by category of expenses incurred during the Fee Period is attached as Exhibit C to this Application. Evercore has included in this Application all such disbursements processed by its accounting department for the Fee Period and invoices for the fees and disbursements of its legal counsel.

16. Evercore has not shared or agreed to share any of its compensation from the Debtors with any other person, other than as permitted by section 504 of the Bankruptcy Code. No promises have been received by Evercore as to compensation in connection with these Chapter 11 Cases, other than as approved by the Retention Order.

17. Although Evercore's compensation has already been found to be reasonable under the Retention Order as required by section 328(a) of the Bankruptcy Code, Evercore further submits that the amounts requested herein for compensation and expense reimbursement are fair and reasonable given: (i) the complexity of this case; (ii) the time expended; (iii) the nature and

extent of the services rendered; (iv) the value of such services; and (v) the cost of comparable services other than in a case under the Bankruptcy Code.

18. The expenses for which Evercore requests reimbursement herein are actual and necessary direct, non-overhead costs incurred in the course of rendering services to the Debtor.

Summary of Services Rendered During the Fee Period

19. All services rendered by Evercore were performed at the request or direction of the Restructuring Sub-Committee or Counsel. Senior level professionals with extensive experience in the area of investment banking services directed Evercore's team. The investment banking services described in this Application were performed primarily by: Daniel Aronson (Senior Managing Director), Marty Cicco (Senior Managing Director), Jeremy Matican (Managing Director), Guy McCumber (Vice President), Siddhesh Patkar (Associate), Derek McBride (Associate), Sean Mulroy (Senior Analyst), Kirsten Colwell (Senior Analyst), Jonathan Kamel (Analyst), Ziyaad Khayrattee (Analyst) and Ajith Sukumar (Analyst).

20. The following summary identifies the areas to which Evercore professionals devoted substantial time and attention during the Fee Period.

General Case Administration (Total Fee Period Hours: 33.5)

21. This category includes time spent by Evercore, alone or in conjunction with the Debtors, their counsel and other professionals, on general administration and management of the case and review of court documents filed by the Debtors and other parties-in-interest, except as related to Evercore's retention.

Asset Transfers (Total Fee Period Hours: 216.0)

22. This category includes time spent by Evercore assisting Counsel and the Restructuring Sub-Committee in identifying, investigating and analyzing RSC Conflict Matters.

Specifically, for each transaction, Evercore analyzed the aggregate value of assets transferred versus the aggregate value that the Debtors received as consideration for those assets. Evercore further assisted the Restructuring Sub-Committee in evaluating causes of action arising from the asset transfers.

Financing Transactions (Total Fee Period Hours: 274.0)

23. This category includes time spent by Evercore assisting Counsel and the Restructuring Sub-Committee with the analysis and review of past financing transactions through the review of reports, analyses and board presentations prepared by the Sears' management team, Sears' advisors, ESL and others. Further, this category included time spent evaluating whether the various related-party financing transactions were consummated on reasonable terms. Evercore further assisted the Restructuring Sub-Committee in evaluating causes of action arising from the financing transactions.

Valuation (Total Fee Period Hours: 186.5)

24. This category includes time spent by Evercore assisting the Restructuring Sub-Committee in analyzing the value of certain assets sold or spun off to shareholders prior to the Petition Date. Specifically, Evercore performed detailed valuation work, including analysis relating to discounted cash flow analysis, comparable company analysis, and precedent transaction analysis, in order to estimate and provide support for its estimates of value of transferred assets. Evercore also analyzed valuations performed by the Debtors at the time of each transaction and reviewed the reasonableness of the terms of each transaction.

Sale Transaction (Total Fee Period Hours: 245.0)

25. This category includes time spent by Evercore assisting the Restructuring Sub-Committee in independently assessing bids received for all or part of the business including

going concern bids received from affiliates of ESL Investments. Evercore participated in multiple in-person and telephonic meetings with ESL and / or its advisors, as well as the Restructuring Committee and the Restructuring Sub-Committee, and their respective advisors, in connection with the sale process. In addition, Evercore professionals advised the Restructuring Sub-Committee on negotiations with the bidders allowing the estate to maximize value received.

Board Communication (Total Fee Period Hours: 282.5)

26. Evercore, along with the other advisors for the Restructuring Sub-Committee, regularly communicated with the Restructuring Sub-Committee to advise its members of key findings related to the case and to help keep them informed of all relevant developments. Evercore participated in conference calls and meetings with the Restructuring Sub-Committee to discuss strategic and other issues, particularly with respect to the asset transfers, financing transactions, valuation and sale transaction workstreams.

Court Testimony and Litigation Support (Total Fee Period Hours: 157.5)

27. This category includes time spent by Evercore to work with Paul Weiss professionals to prepare for Court testimony and depositions of Evercore and various other professionals. This category also includes time spent analyzing and preparing materials in connection with Court testimony and depositions. In addition, Evercore professionals extensively analyzed causes of action pursued by the Restructuring Sub-Committee.

Hearings and Court Matters (Total Fee Period Hours: 15.0)

28. This category includes time spent by Evercore professionals attending court hearings, either in person or via telephone.

Travel (Total Fee Period Hours: 33.0)

29. This category includes time spent by Evercore professionals traveling to and from court hearings, depositions and meetings at the offices of various legal advisors.

Evercore Retention (Total Fee Period Hours: 30.5)

30. This category includes time spent by Evercore preparing and reviewing its Retention Application.

Fee Application (Total Fee Period Hours: 55.0)

31. This category includes time spent by Evercore preparing and reviewing its monthly fee statements, including efforts to ensure that all of the Evercore time and expense records comply with the applicable provisions of the Fee Guidelines and applicable orders of this Court.

Actual and Necessary Expenses Incurred by Evercore

32. The expenses for which Evercore requests reimbursement for the Fee Period are actual and necessary direct, non-overhead costs incurred in the course of rendering services to the Restructuring Sub-Committee. Only clients who actually use services of the types described are separately charged for such services. The effect of including such expenses as part of the overhead of Evercore would impose that cost upon clients who do not require such extensive services.

33. Evercore incurred reasonable and necessary out-of-pocket expenses totaling \$17,095.30 after the Petition Date, details of which are provided in Exhibit C. Evercore submits that all such expenses were necessarily incurred, are reasonable in amount, and represent only the actual costs incurred.

34. Evercore has followed its general internal policies with respect to expenses billed to the Restructuring Sub-Committee as set forth below, with any exceptions explained:

- Transportation: Evercore's general policy enables employees to travel by taxi or, in certain circumstances, private car service, to and from meetings rendering services to a client-related matter, for which the client is charged. Further, employees are permitted to charge to a client the cost of transportation if an employee is required to work past 9:00 p.m. or during weekends on client-specific matters.
- Meals: Evercore's general policy permits its employees to charge in-office lunch or dinner meals to a client during such mealtimes due to extreme time constraints. Evercore's employees are permitted to charge dinners in the office if any such employee is required to work after 8:00 p.m. and lunches on weekends or holidays. This expense category includes charges for meals while Evercore employees are traveling on client-related matters or conducting business locally on behalf of its clients. This includes catering charges for meetings at Evercore's offices as well as business meals attended by the client and/or interested parties.

Evercore's Requested Compensation and Reimbursement Should be Allowed

35. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of section 330 of the Bankruptcy Code to govern the Court's award of such compensation. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual, necessary services rendered . . . and reimbursement for actual, necessary expenses."

36. The Retention Order approved Evercore's compensation and expense reimbursement pursuant to section 328 of the Bankruptcy Code, subject to the terms of the Retention Order. Accordingly, compensation is sought subject to the standard of review set forth

in section 328 of the Bankruptcy Code, and not the standard of review set forth in section 330 of the Bankruptcy Code, but subject to the terms of the Retention Order.

37. Evercore respectfully submits that the services it has rendered to the Restructuring Sub-Committee have been necessary and in the best interests of the Debtors and their estates and have furthered the goals of all parties in interest. Evercore professionals devoted substantial time during the Fee Period to, among other things, (i) assist the Restructuring Sub-Committee in investigating and analyzing the RSC Conflict Matters, (ii) analyze and review past financing transactions with related parties, (iii) provide independent valuation of assets spun-off or sold as requested, (iv) independently assess bids received and advise in maximizing value to the estate, and (v) provide court testimony and supporting the Restructuring Sub-Committee's efforts to pursue causes of action on behalf of the estate. Such services were substantial and highly professional and facilitated the successful administration of the Chapter 11 Cases. Evercore's services were reasonable and necessary to the Debtors' restructuring and undertaken at the request of the Restructuring Sub-Committee.

38. In sum, Evercore respectfully submits that the professional services provided by Evercore on behalf of the Restructuring Sub-Committee during these Chapter 11 Cases were necessary and appropriate given the complexity of these Chapter 11 Cases. Furthermore, Evercore submits that the compensation sought herein is reasonably given the time expended by Evercore, the nature and extent of Evercore's services provided, the value of Evercore's services, and the cost of comparable services outside of bankruptcy. Accordingly, Evercore respectfully submits that approval of the compensation sought herein is warranted and should be approved.

Reservation of Rights

39. Although every effort has been made to include all fees and expenses incurred in the Fee Period, some fees and expenses might not be included in this Fee Application due to delays caused by accounting and processing during the Fee Period. Evercore reserves the right to make further application to this Court for allowance of such fees and expenses not included herein.

Notice

40. A copy of this Application has been or shortly will shortly be provided to the Notice Parties (as defined in the Interim Compensation Order), and notice thereof has been or shortly will be provided to all parties that have entered their appearance pursuant to Bankruptcy Rule 2002.

41. No previous request for the relief sought herein has been made by the Debtors to this or any other court.

WHEREFORE, Evercore respectfully requests that the Court enter an order: (a) awarding Evercore compensation for professional and paraprofessional services provided during the Fee Period in the amount of \$1,000,000.00, and reimbursement of actual, reasonable and necessary expenses incurred in the Fee Period in the amount of \$17,095.30; (b) authorizing and directing the Debtors to remit payment to Evercore for such fees and expenses, to the extent not already paid; and (c) granting such other relief as is appropriate under the circumstances.

Dated: [April 15], 2019
New York, New York

EVERCORE GROUP L.L.C.



Daniel Aronson
Senior Managing Director

Investment Banker to the Restructuring Sub-Committee

Exhibit A: Certification of Compliance

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re: : **Chapter 11**
:
SEARS HOLDINGS CORPORATION, et al., : **Case No. 18-23538 (RRD)**
:
Debtors. : **(Jointly Administered)**
:

X

**CERTIFICATION OF DANIEL ARONSON REGARDING THE FIRST INTERIM FEE
APPLICATION OF EVERCORE GROUP L.L.C. FOR ALLOWANCE OF AN
ADMINISTRATIVE CLAIM FOR COMPENSATION FOR SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES INCURRED AS INVESTMENT BANKER TO
THE DEBTORS FOR THE PERIOD FROM OCTOBER 15, 2018 THROUGH AND
INCLUDING MARCH 14, 2019**

I, Daniel Aronson, certify as follows:

1. I am a Senior Managing Director at Evercore Inc. ("Evercore"), with responsibility for the Debtors' Chapter 11 Cases¹ in respect of, among other things, compliance with the Fee Guidelines.
2. I have personally performed many of the investment banking and financial advisory services rendered by Evercore, as investment banker to the Restructuring Sub-Committee, and I am familiar with all other work performed on behalf of the Restructuring Sub-Committee by Evercore professionals.
3. With respect of section B.1 of the Local Guidelines, I hereby certify that:
 - a. I have read the Fee Application;
 - b. To the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought in the Fee Application fall within the Fee Guidelines, except as specifically set forth herein or in the Fee Application;

¹ Capitalized terms used but not otherwise defined in this Certification shall have the meanings ascribed to such terms in the Fee Application to which it is attached

c. Except to the extent fees or disbursements are prohibited by the Fee Guidelines, the fees and disbursements sought in the Application are consistent with arrangements entered into by Evercore for similar services provided to clients such as the Restructuring Sub-Committee for representations of the type and complexity described in the Fee Application and generally accepted by Evercore's clients; and

d. In providing a reimbursable service, Evercore does not make a profit on the service, whether the service is performed by Evercore in-house or through a third party.

4. With respect to Section B.2 of the Local Guidelines, I hereby certify that Counsel has advised Evercore that the Restructuring Sub-Committee, the Debtors, the unsecured creditors' committee and the U.S. Trustee have been provided with a statement of the fees and out-of-pocket expenses incurred for each month subject to the Fee Application, containing a list of professionals providing services, the aggregate hours expended by each professional, a general description of services rendered, a reasonably detailed breakdown of the out-of-pocket expenses incurred and an explanation of billing practices.

5. With respect of section B.3 of the Local Guidelines, I hereby certify that Counsel has advised Evercore that the Restructuring Sub-Committee, the Debtors and the U.S. Trustee will each be provided with a copy of the Fee Application substantially simultaneously with the filing thereof and will have at least 14 days to review the Fee Application prior to any objection deadline with respect thereto.

Dated: [April 15], 2019
New York, New York

EVERCORE GROUP L.L.C.



Daniel Aronson
Senior Managing Director

Exhibit B: Details of Hours Expended

Daniel Aronson, Senior Managing Director

Date	Work Done	Hour	Code
10/15/2018	Travel to White Plains for First Day hearing	3.0	Travel
10/15/2018	Attendance at First Day hearing	2.0	Hearings and Court Matters
10/16/2018	Internal Discussions	1.0	Evercore Retention
10/17/2018	Review various Board documents provided	2.5	Asset Transfers
10/18/2018	Internal Discussions	1.0	Evercore Retention
10/18/2018	Review various Board documents provided	2.5	Asset Transfers
10/19/2018	Review various Board documents provided	3.0	Financing Transactions
10/19/2018	Review presentation to Committee	3.5	Board communication
10/22/2018	Meeting with Paul Weiss and A&M	1.0	General Case Administration
10/22/2018	Meeting with Restructuring Sub-Committee	2.0	Board communication
10/23/2018	Review retention documents	0.5	Evercore Retention
10/25/2018	Review retention documents	0.5	Evercore Retention
10/26/2018	Review retention documents	0.5	Evercore Retention
10/28/2018	Review retention documents	0.5	Evercore Retention
10/29/2018	Review retention documents	0.5	Evercore Retention
10/30/2018	Review retention documents	0.5	Evercore Retention
11/1/2018	Review retention documents	0.5	Evercore Retention
11/1/2018	Review retention documents	0.5	Evercore Retention
11/6/2018	Review work product	1.0	Asset Transfers
11/7/2018	Review various presentations provided historically to Board	2.0	Asset Transfers
11/7/2018	Review work product	1.0	Financing Transactions
11/8/2018	Discussion with Board	0.5	Board communication
11/8/2018	Review Summary Materials	0.5	Asset Transfers
11/11/2018	Travel to Sears Management meeting	3.0	Travel
11/11/2018	Meeting with Sears Management	6.0	General Case Administration
11/11/2018	Meeting with RSC at Weil's Office	1.0	Board communication
11/12/2018	Internal Discussions	1.0	Evercore Retention
11/14/2018	Administrative	1.0	General Case Administration
11/14/2018	Potential Testimony Preparation	3.5	Evercore Retention
11/15/2018	Travel to White Plains for Second Day hearing	3.0	Travel
11/15/2018	Attendance at Second Day hearing	2.0	Hearings and Court Matters
11/16/2018	Discussion re: Analysis	1.0	Asset Transfers
11/19/2018	Review retention documents	0.5	Evercore Retention
11/20/2018	Internal Discussions	1.0	Valuation
11/22/2018	Review retention documents	0.5	Evercore Retention
11/26/2018	Review retention documents	0.5	Evercore Retention
11/27/2018	Hearing	0.5	Hearings and Court Matters
11/28/2018	Review Analysis	2.0	Asset Transfers
11/29/2018	Review Analysis	2.0	Financing Transactions
11/29/2018	Review Analysis	1.0	Asset Transfers
11/29/2018	Review Analysis	1.0	Financing Transactions
11/29/2018	Review retention documents	0.5	Evercore Retention
12/3/2018	Review retention documents	0.5	Evercore Retention
12/3/2018	Review Analysis	1.0	Asset Transfers
12/4/2018	Review Analysis	1.5	Valuation
12/4/2018	Review Analysis	1.0	Asset Transfers
12/5/2018	Restructuring Sub-Committee meeting	2.5	Board communication
12/6/2018	Review retention documents	1.5	Sale Transaction
12/6/2018	Call with RC to discuss ESL bid	1.0	Board communication
12/6/2019	Evaluate ESL Bid	1.0	Sale Transaction
12/8/2019	Evaluate ESL Bid	0.5	Sale Transaction
12/9/2018	Call with Paul Weiss and A&M re. ESL credit bid	1.0	Sale Transaction
12/9/2018	Call with UCC advisors re. ESL credit bid	1.0	Sale Transaction
12/9/2018	Call with RSC re. ESL credit bid	1.0	Board communication

Daniel Aronson, Senior Managing Director

Date	Work Done	Hour	Code
12/12/2019	Review valuation analysis for Lands' End	0.5	Valuation
12/12/2019	Review financing transaction analysis	0.5	Financing Transactions
12/14/2018	Sears Discussion	1.0	Sale Transaction
12/14/2018	Bi-weekly Update Call with RSC and Advisors	0.5	Board communication
12/16/2019	A&M Solvency Discussion	2.0	Sale Transaction
12/20/2019	Update Call	0.5	Board communication
1/2/2019	Fee Statement Call	0.5	Fee Application
1/3/2019	Update Call	0.5	Board communication
1/4/2019	Bid Discussion	0.5	Sale Transaction
1/5/2019	Call re: Admin Costs	1.0	Sale Transaction
1/5/2019	Restructuring Committee Call	1.0	Board communication
1/8/2019	Sale Status Conference	2.5	Board communication
1/8/2019	Company Meeting	1.5	Board communication
1/10/2019	Update Call	0.5	Board communication
1/10/2019	Bid Discussion	0.5	Sale Transaction
1/11/2019	Travel	2.0	Travel
1/11/2019	ESL Bid Meeting	4.0	Sale Transaction
1/12/2019	Call with RSC and Advisors (PW and A&M)	0.5	Board communication
1/13/2019	Travel	2.0	Travel
1/13/2019	ESL Bid Meeting	4.0	Sale Transaction
1/14/2019	Auction	2.0	Sale Transaction
1/15/2019	Auction	16.5	Sale Transaction
1/16/2019	Internal Meeting re: ESL bid	0.5	Sale Transaction
1/17/2019	Internal discussion re: litigation / discovery	1.0	Court testimony and litigation support
1/21/2019	Sears Update Call (Restructuring Committee)	0.5	Sale Transaction
1/21/2019	Sears Update Call - RSC and Advisors (PW and A&M)	0.5	Sale Transaction
1/23/2019	Sears Update Call	1.0	Sale Transaction
1/30/2019	Deposition Prep	4.0	Court testimony and litigation support
1/31/2019	Sears Deposition	1.5	Court testimony and litigation support
2/6/2019	Sears Sale Evidentiary Hearing - Dialed-In	7.5	Sale Transaction
2/11/2019	Sears Update Call	0.5	Sale Transaction
2/28/2019	Update Call with RSC and Advisors	0.5	Board communication
Total		137.0	

Marty Cicco, Senior Managing Director

Date	Work Done	Hour	Code
10/18/2018	Compliance Call	0.5	General Case Administration
11/8/2018	Review of analysis of Seritage valuation	0.5	Valuation
11/8/2018	Internal Meeting (Restructuring and Real Estate teams)	1.0	Valuation
11/12/2018	Review of analysis of Seritage valuation	0.5	Valuation
11/12/2018	Internal Meeting (Restructuring and Real Estate teams)	1.0	Valuation
11/14/2018	Review of analysis of Seritage valuation	0.5	Valuation
11/14/2018	Internal Meeting (Restructuring and Real Estate teams)	1.0	Valuation
11/20/2018	Review of analysis of Seritage valuation	0.5	Valuation
11/20/2018	Internal Meeting (Real Estate)	1.0	Valuation
11/27/2018	Review of analysis of Seritage valuation	0.5	Valuation
11/27/2018	Internal Meeting (Restructuring and Real Estate teams)	0.5	Valuation
12/4/2018	Review of analysis of Seritage valuation	0.5	Valuation
12/4/2018	Internal meeting to discuss Seritage and Lands End valuation	1.5	Valuation
Total		9.5	

Jeremy Matican, Managing Director

Date	Work Done	Hour	Code
10/16/2018	Internal Discussions	1.0	Evercore Retention
10/19/2018	Internal Discussions	1.0	Evercore Retention
10/21/2018	Review of materials for RSC discussion	2.0	Board communication
10/22/2018	Meeting with RSC Advisors	1.0	General Case Administration
10/22/2018	Meeting with RSC and Advisors	2.0	Board communication
10/24/2018	Call among RSC Advisors	0.5	Asset Transfers
10/25/2018	Bi-weekly Update Call with RSC and Advisors	0.5	Board communication
10/26/2018	Call with A&M	0.5	Financing Transactions
10/26/2018	Call with Debevoise	0.5	Evercore Retention
10/29/2018	Bi-weekly Update Call with RSC and Advisors	0.5	Board communication
10/31/2018	Call with A&M	0.5	Financing Transactions
10/31/2018	Internal Meeting re: Asset Transfers	0.5	Asset Transfers
11/1/2018	Bi-weekly Update Call with RSC and Advisors	0.5	Board communication
11/1/2018	Call among RSC Advisors	0.5	Asset Transfers
11/2/2018	Review of financial performance for transferred assets	0.5	Asset Transfers
11/4/2018	Review of analysis of Financing Transactions	0.5	Financing Transactions
11/5/2018	Internal discussion on Financing Transactions	0.5	Financing Transactions
11/5/2018	Call with A&M	0.5	Financing Transactions
11/5/2018	Bi-weekly Update Call with RSC and Advisors	0.5	Board communication
11/6/2018	Meeting with RSC Advisors	2.0	General Case Administration
11/8/2018	Bi-weekly Update Call with RSC and Advisors	0.5	Board communication
11/8/2018	Internal Meeting (Restructuring team)	1.0	Financing Transactions
11/8/2018	Internal Meeting (Restructuring and Real Estate teams)	1.0	Valuation
11/9/2018	Call with Paul Weiss	0.5	Financing Transactions
11/11/2018	Meeting with Restructuring Sub-Committee at Weil's office	4.0	Board communication
11/12/2018	Internal Meeting (Restructuring team)	1.0	Financing Transactions
11/12/2018	Internal Meeting (Restructuring and Real Estate teams)	1.0	Valuation
11/13/2018	Review Financing Transactions Analysis	0.5	Financing Transactions
11/14/2018	Internal Meeting (Restructuring and Real Estate teams)	1.0	Valuation
11/15/2018	Review Financing Transactions Analysis	1.0	Financing Transactions
11/15/2018	Dialing into Second Day hearing	1.5	Hearings and Court Matters
11/15/2018	Work session re: financing transactions	1.5	Financing Transactions
11/16/2018	Internal meeting	1.0	Asset Transfers
11/16/2018	Call with Paul Weiss	1.0	General Case Administration
11/19/2018	Work session re: claims and recoveries	0.5	Sale Transaction
11/19/2018	Update call with RSC and advisors	0.5	Board communication
11/19/2018	Work session re: claims and recoveries	1.0	Sale Transaction
11/19/2018	Call with Paul Weiss and A&M	0.5	General Case Administration
11/19/2018	Work session re: financing transactions	1.0	Financing Transactions
11/19/2018	Work session re: retention	0.5	Evercore Retention
11/20/2019	Work session re: retention	0.5	Evercore Retention
11/20/2019	Internal meeting	1.0	Valuation
11/21/2018	Work session re: financing transactions	1.0	Financing Transactions
11/22/2018	Work session re: asset transfers	0.5	Asset Transfers
11/23/2018	Work session re: financing transactions	1.5	Financing Transactions
11/25/2018	Work session re: financing transactions	0.5	Financing Transactions
11/26/2018	Review financing transactions analysis	2.0	Financing Transactions
11/26/2018	Review asset transfers analysis	1.0	Asset Transfers
11/26/2018	Review retention documents	0.5	Evercore Retention
11/26/2018	Update call with RSC and advisors	0.5	Board communication
11/27/2018	Call with Young Conaway	0.5	Financing Transactions
11/27/2018	Work session re: asset transfers	1.5	Asset Transfers
11/28/2018	Work session re: financing transactions	1.5	Financing Transactions
11/29/2018	Update call with RSC and advisors	0.5	Board communication
11/29/2018	Work session re: financing transactions	1.0	Financing Transactions
11/30/2018	Review Evercore retention documents	0.5	Evercore Retention
11/30/2018	Work session re: financing transactions	1.0	Financing Transactions

Jeremy Matican, Managing Director

Date	Work Done	Hour	Code
12/3/2018	Update call with RSC and advisors	0.5	Board communication
12/3/2018	Work session re: board materials	2.5	Board communication
12/3/2018	Call with Paul Weiss to prepare for board session	1.0	Board communication
12/4/2018	Prepare for interenal meeting re: valuation	1.0	Valuation
12/4/2018	Internal meeting re: valuation	1.5	Valuation
12/4/2018	Follow-up to valuation meeting	1.0	Valuation
12/4/2018	Work session re: board materials	1.0	Board communication
12/5/2018	Call with Young Conaway	0.5	Financing Transactions
12/5/2018	Work session re: board materials	2.0	Board communication
12/5/2018	Restructuring Sub-Committee meeting and follow-up	3.0	Board communication
12/6/2018	Evaluate ESL bid	1.5	Board communication
12/6/2018	Call with RC to discuss ESL bid	1.0	Board communication
12/7/2018	Work session to prepare for Duff & Phelps deposition	1.5	Asset Transfers
12/8/2018	Review ESL credit bid analysis	1.5	Sale Transaction
12/9/2018	Call with Paul Weiss and A&M re: ESL credit bid	1.0	Sale Transaction
12/9/2018	Call with UCC advisors re: ESL credit bid	1.0	Sale Transaction
12/9/2018	Call with RSC re: ESL credit bid	1.0	Board communication
12/10/2018	Internal meeting to prepare for Duff & Phelps deposition	1.0	Court testimony and litigation support
12/10/2018	Duff & Phelps deposition preparation	1.0	Court testimony and litigation support
12/11/2018	Duff & Phelps deposition of Jeff Schiedemeyer	4.0	Court testimony and litigation support
12/12/2018	Work session re: financing transaction analysis	1.5	Financing Transactions
12/12/2018	Valuation analysis re: Lands End	1.5	Valuation
12/14/2018	Call with Paul Weiss and A&M in follow-up to D&P deposition	0.5	Court testimony and litigation support
12/14/2018	Work session re: ESL bid	1.5	Sale Transaction
12/14/2018	Call with Paul Weiss and A&M re: solvency analysis	1.0	Asset Transfers
12/14/2018	Update call with RSC and advisors	0.5	Board communication
12/16/2018	RSC and Advisors Meeting	1.5	Board communication
12/16/2018	Review of Solvency Analysis	1.5	Asset Transfers
12/17/2018	Internal Discussion re: Case Status, Upcoming Interview	1.0	Court testimony and litigation support
12/17/2018	Preparation for Upcoming Interview	0.5	Court testimony and litigation support
12/18/2018	Audio Attendance of Court Hearing	1.0	Hearings and Court Matters
12/18/2018	Work session re: Upcoming Interview Prep	0.5	Court testimony and litigation support
12/18/2018	Internal Meeting re: Upcoming Interview Prep	1.0	Court testimony and litigation support
12/18/2018	Call with Jake Struebing (PW) re: Interview Prep; Follow-up	0.5	Court testimony and litigation support
12/18/2018	Review of Case News and Updates	0.5	General Case Administration
12/20/2018	Internal Debrief Meeting re: Interview of Robert Shriesheim	0.5	Court testimony and litigation support
12/20/2018	Bi-weekly Update Call with RSC and Advisors	0.5	Board communication
12/20/2018	Call with RSC and Advisors re: ESL Bid	1.0	Board communication
12/21/2018	Internal Discussion re: Case Status and Next Steps	0.5	General Case Administration
12/21/2018	Review of ESL Presentation to UCC	1.5	Sale Transaction
12/22/2018	Internal calls and follow-up re: ESL investments analysis	3.0	Sale Transaction
12/22/2018	Call with PW re: ESL presentation to UCC; follow-up	0.5	Sale Transaction
12/22/2018	Review of ESL Presentation to UCC	0.5	Sale Transaction
12/22/2018	Work session re: analysis of ESL investments	2.0	Sale Transaction
12/23/2018	Internal call re: ESL investments analysis	1.0	Sale Transaction
12/23/2018	Call with A&M re: analysis of ESL investments	0.5	Sale Transaction
12/23/2018	Internal call re: ESL investments analysis	0.5	Sale Transaction
12/23/2018	Review of analysis of ESL investments	0.5	Sale Transaction
12/24/2018	Call with PW re: board call prep; follow-up	1.0	Asset Transfers
12/25/2018	Internal Call re: updated materials for RSC call	1.0	Asset Transfers
12/25/2018	Work session re: materials for RSC call	1.0	Asset Transfers
12/26/2018	Preparation for RSC call	1.0	Board communication
12/26/2018	RSC call with advisors	1.0	Board communication
12/27/2018	Review of analysis requested by PW	0.5	Asset Transfers
12/30/2018	Review of bid materials from ESL	1.0	Sale Transaction
12/30/2018	Call with Restructuring Committee and Advisors re: ESL Bid	1.0	Board communication
12/30/2018	Call with Restructuring Committee and Advisors	1.0	Board communication
12/30/2018	Review of Lazard / Weil / M-III analysis of ESL bid	0.5	Sale Transaction
12/31/2018	Internal call regarding Monthly Fee Statement	1.0	Fee Application
1/2/2019	Internal call regarding Monthly Fee Statement	0.5	Fee Application
1/2/2019	Meeting with Restructuring Committee and Advisors	3.0	Board communication
1/2/2019	Meeting with Restructuring Committee, ESL and Advisors	2.0	Sale Transaction
1/2/2019	Follow-up meeting with RSC and advisors re: ESL bid	1.0	Board communication

Jeremy Matican, Managing Director

Date	Work Done	Hour	Code
1/3/2019	Calls with PW and A&M re: ESL bid	1.0	Sale Transaction
1/3/2019	Work session re: ESL bid and PoR analysis	1.0	Sale Transaction
1/3/2019	Internal discussion regarding analysis of ESL bid	0.5	Sale Transaction
1/3/2019	Calls with Advisors regarding ESL bid	1.5	Sale Transaction
1/4/2019	Review of analysis prepared for PW	0.5	Sale Transaction
1/4/2019	Review of bid analysis	0.5	Sale Transaction
1/4/2019	Call with PW and A&M re: ESL bid analysis	0.5	Sale Transaction
1/4/2019	Audio attendance of Chambers conference with Judge Drain	0.5	Hearings and Court Matters
1/4/2019	Call with Restructuring Committee regarding ESL bid and PoR	0.5	Board communication
1/4/2019	Follow up Call with PW and A&M regarding ESL bid and PoR	0.5	Sale Transaction
1/4/2019	Follow up Call with RSC and advisors re: ESL bid and PoR	0.5	Board communication
1/5/2019	Review of bid analysis	0.5	Sale Transaction
1/5/2019	Call with PW and A&M regarding ESL bid and PoR	1.0	Sale Transaction
1/5/2019	Follow-up call with A&M	1.0	Sale Transaction
1/5/2019	Call with Restructuring Committee re: ESL bid	1.0	Board communication
1/6/2019	Call with RSC and advisors re: ESL bid	1.0	Board communication
1/6/2019	Follow-up Call with RSC and advisors re: ESL bid	0.5	Board communication
1/7/2019	Review and internal discussion of revised ESL proposal	1.0	Sale Transaction
1/7/2019	Call with RSC and Advisors re: ESL proposal	0.5	Board communication
1/8/2019	Review draft complaint at PW request	1.5	Court testimony and litigation support
1/9/2019	Review revised ESL bid package	1.5	Sale Transaction
1/9/2019	Call with Restructuring Committee	1.0	Board communication
1/10/2019	Call with RSC and Advisors re: ESL Bid	1.0	Board communication
1/10/2019	Review of ESL proposal	0.5	Sale Transaction
1/10/2019	Review of A&M analysis	0.5	Sale Transaction
1/11/2019	Review correspondence and analysis from UCC	1.5	Sale Transaction
1/11/2019	Internal call with A&M re: ESL bid analysis	1.0	Sale Transaction
1/11/2019	Review analysis re: ESL bid	0.5	Sale Transaction
1/12/2019	Internal call regarding ESL bid analysis	1.0	Sale Transaction
1/12/2019	Call with RSC and advisors	0.5	Board communication
1/12/2019	Review Lazard analysis re: bid and wind down	0.5	Sale Transaction
1/12/2019	Call with Restructuring Committee re: ESL bid	1.0	Board communication
1/12/2019	Follow-on internal discussion re: ESL bid analysis	1.0	Sale Transaction
1/12/2019	Review of draft of ESL bid analysis	0.5	Sale Transaction
1/13/2019	Review ESL bid and recovery analysis	0.5	Sale Transaction
1/13/2019	Weekend Travel to Weil Office (ESL Negotiations)	1.0	Travel
1/13/2019	Meeting at Weil Office (ESL Negotiations)	5.0	Sale Transaction
1/13/2019	Dialogue internally and dialogue with A&M re: bid analysis	1.0	Sale Transaction
1/13/2019	Weekend Travel from Weil Office (ESL Negotiations)	1.0	Travel
1/13/2019	Review of ESL business plan	1.0	Sale Transaction
1/14/2019	Review of and discussion on ESL letter with RSC advisors	1.0	Sale Transaction
1/14/2019	Attendance of Sears Auction at Weil's Office	5.5	Sale Transaction
1/14/2019	Review of analysis prepared for PW Litigation	0.5	Court testimony and litigation support
1/15/2019	Review of materials prepared for Restructuring Committee re: ESL bid	1.0	Board communication
1/15/2019	Call with Restructuring Committee and Advisors at Sears Auction	1.0	Board communication
1/16/2019	Internal Meeting re: analysis of ESL bid	0.5	Sale Transaction
1/16/2019	Internal Meeting re: analysis of ESL bid and follow-up	1.0	Sale Transaction
1/16/2019	Review bid analyses prepared by Lazard / MIII / Weil	1.0	Sale Transaction
1/16/2019	Call with Restructuring Committee and Advisors	1.0	Board communication
1/17/2019	Review of ESL Bid Analysis	1.5	Sale Transaction
1/16/2019	Call with Restructuring Committee and Advisors	1.0	Board communication
1/17/2019	Internal discussion re: litigation / discovery	1.0	Court testimony and litigation support
1/18/2019	Call with Restructuring Committee and Advisors	1.0	Board communication
1/18/2019	Call with PW re: discovery and follow-up	1.5	Court testimony and litigation support
1/18/2019	Internal discussion re: litigation / discovery	0.5	Court testimony and litigation support
1/21/2019	Review Weekly Tracking Materials from LAZ/MIII / Weil	0.5	Sale Transaction
1/21/2019	Call with Restructuring Committee and Advisors	0.5	Board communication
1/21/2019	Call with RSC and Advisors	0.5	Board communication
1/21/2019	Review of UCC Standing Motion	1.0	Sale Transaction
1/22/2019	Call with PW re: litigation / discovery and follow-up	1.0	Court testimony and litigation support
1/23/2019	Call with Restructuring Committee and Advisors	1.0	Board communication
1/23/2019	Review of Second Fee Statement	1.0	Fee Application
1/25/2019	Review of Second Fee Statement	0.5	Fee Application
1/25/2019	Call with Restructuring Committee and Advisors	1.0	Board communication
1/25/2019	Review Weekly Tracking Materials from LAZ/MIII / Weil	0.5	Sale Transaction
1/26/2019	Review of Court Materials re: UCC Objection to Sale	0.5	Court testimony and litigation support

Jeremy Matican, Managing Director

Date	Work Done	Hour	Code
1/22/2019	Call with PW re: litigation / discovery and follow-up	1.0	Court testimony and litigation support
1/23/2019	Call with Restructuring Committee and Advisors	1.0	Board communication
1/23/2019	Review of Second Fee Statement	1.0	Fee Application
1/25/2019	Review of Second Fee Statement	0.5	Fee Application
1/25/2019	Call with Restructuring Committee and Advisors	1.0	Board communication
1/25/2019	Review Weekly Tracking Materials from LAZ/MIII / Weil	0.5	Sale Transaction
1/26/2019	Review of Court Materials re: UCC Objection to Sale	0.5	Court testimony and litigation support
1/27/2019	Review of Court Materials re: UCC Objection to Sale	1.0	Court testimony and litigation support
1/27/2019	Discussion with A&M re: ESL bids	1.0	Court testimony and litigation support
1/28/2019	Bi-weekly Update Call with RSC and Advisors	0.5	Board communication
1/28/2019	Internal Meeting re: Case Status and Next Steps	0.5	Sale Transaction
1/28/2019	Call with Restructuring Committee and Advisors	1.0	Board communication
1/30/2019	Call with Restructuring Committee and Advisors	1.0	Board communication
1/31/2019	Internal Meeting re: Case Status and Next Steps	0.5	Sale Transaction
1/31/2019	Review of RSC response to UCC Motion	1.0	Court testimony and litigation support
2/1/2019	Review of RSC response to UCC Motion	1.0	Court testimony and litigation support
2/1/2019	Call with Restructuring Committee and Advisors	1.0	Board communication
2/4/2019	Call with Restructuring Committee and Advisors	1.0	Board communication
2/6/2019	Call with Restructuring Committee and Advisors	1.0	Board communication
2/11/2019	Bi-weekly Update Call with RSC and Advisors	0.5	Board communication
2/22/2019	Review of Analysis for PW Litigation	0.5	Court testimony and litigation support
2/28/2019	Update Call with RSC and Advisors	0.5	Board communication
3/1/2019	Review of Evercore Fee Statement	1.0	Fee Application
3/14/2019	Review of Analysis for PW Litigation	0.5	Court testimony and litigation support
		201.5	

Guy McCumber, Vice President

Date	Work Done	Hour	Code
11/8/2018	Preparation of analysis of Seritage valuation	6.5	Valuation
11/8/2018	Review of analysis of Seritage valuation	1.5	Valuation
11/8/2018	Internal Meeting (Restructuring and Real Estate teams)	1.0	Valuation
11/11/2018	Preparation of analysis of Seritage valuation	4.0	Valuation
11/12/2018	Review of analysis of Seritage valuation	1.0	Valuation
11/12/2018	Internal Meeting (Restructuring and Real Estate teams)	1.0	Valuation
11/13/2018	Preparation of analysis of Seritage valuation	1.5	Valuation
11/14/2018	Review of analysis of Seritage valuation	0.5	Valuation
11/14/2018	Internal Meeting (Restructuring and Real Estate teams)	1.0	Valuation
11/19/2018	Preparation of analysis of Seritage valuation	1.5	Valuation
11/19/2018	Review of analysis of Seritage valuation	1.0	Valuation
11/20/2018	Internal Meeting (Restructuring and Real Estate teams)	1.0	Valuation
11/26/2018	Preparation of analysis of Seritage valuation	4.5	Valuation
11/27/2018	Review of analysis of Seritage valuation	1.0	Valuation
11/27/2018	Internal Meeting (Restructuring and Real Estate teams)	0.5	Valuation
12/4/2018	Internal meeting to discuss Seritage and Lands End valuation	1.5	Valuation
12/5/2018	Preparation of analysis of Seritage valuation	2.5	Valuation
12/5/2018	Review of analysis of Seritage valuation	0.5	Valuation
12/13/2018	Review of ESL Bid	0.5	Sale Transaction
12/14/2018	Preparation of analysis of Seritage valuation	2.0	Valuation
12/14/2018	Review of analysis of Seritage valuation	0.5	Valuation
Total		35.0	

Sid Patkar, Associate

Date	Work Done	Hour	Code
10/16/2018	Internal Discussions	1.0	Evercore Retention
10/19/2018	Internal Discussions	1.0	Evercore Retention
10/20/2018	Preparation and review of materials for RSC discussion	6.0	Board communication
10/21/2018	Preparation and review of materials for RSC discussion	6.0	Board communication
10/22/2018	Meeting with Advisors	1.0	General Case Administration
10/22/2018	Meeting with RSC and Advisors	2.0	Board communication
10/24/2018	Call among Advisors	0.5	Asset Transfers
10/25/2018	Bi-weekly Update Call with RSC and Advisors	0.5	Board communication
10/26/2018	Call with A&M	0.5	Financing Transactions
10/26/2018	Call with Debevoise	0.5	Evercore Retention
10/29/2018	Bi-weekly Update Call with RSC and Advisors	0.5	Board communication
10/31/2018	Call with A&M	0.5	Financing Transactions
10/31/2018	Internal Meeting re: Asset Transfers	0.5	Asset Transfers
11/1/2018	Bi-weekly Update Call with RSC and Advisors	0.5	Board communication
11/1/2018	Call among Advisors	0.5	Asset Transfers
11/1/2018	Internal Meeting with Real Estate team	0.5	Valuation
11/2/2018	Review / Preparation of financial performance for transferred assets	2.0	Asset Transfers
11/4/2018	Review of analysis of Financing Transactions	2.0	Financing Transactions
11/5/2018	Internal discussion on Financing Transactions	0.5	Financing Transactions
11/5/2018	Call with A&M	0.5	Financing Transactions
11/5/2018	Bi-weekly Update Call with RSC and Advisors	0.5	Board communication
11/6/2018	Meeting with Advisors	2.0	General Case Administration
11/8/2018	Bi-weekly Update Call with RSC and Advisors	0.5	Board communication
11/8/2018	Internal Meeting (Restructuring team)	1.0	Financing Transactions
11/8/2018	Internal Meeting (Restructuring and Real Estate teams)	1.0	Valuation
11/9/2018	Call with Paul Weiss	0.5	Financing Transactions
11/11/2018	Preparation of materials for meeting with Restructuring Sub-Committee	2.0	Board communication
11/11/2018	Meeting with Restructuring Sub-Committee at Weil's office	4.0	Board communication
11/12/2018	Internal Meeting (Restructuring team)	1.0	Financing Transactions
11/12/2018	Internal Meeting (Restructuring and Real Estate teams)	1.0	Valuation
11/13/2018	Review Financing Transactions Analysis	2.0	Financing Transactions
11/14/2018	Internal Meeting (Restructuring and Real Estate teams)	1.0	Valuation
11/15/2018	Review Financing Transactions Analysis	2.0	Financing Transactions
11/15/2018	Dialed in to Second Day hearing	1.5	Hearings and Court Matters
11/16/2018	Internal Meeting (Restructuring team)	1.0	Asset Transfers
11/16/2018	Call with Paul Weiss	1.0	General Case Administration
11/26/2018	Bi-weekly Update Call with RSC and Advisors	0.5	Board communication
11/26/2018	Review Financing Transactions Analysis	4.0	Financing Transactions
11/26/2018	Review Asset Transfers Analysis	1.0	Asset Transfers
11/27/2018	Call with Young Conaway	0.5	Financing Transactions
11/27/2018	Internal Meeting re: Asset Transfers	1.0	Asset Transfers
11/27/2018	Call with Advisors	0.5	General Case Administration
11/28/2018	Internal Meeting re: Financing Transactions	1.0	Financing Transactions
11/29/2018	Bi-weekly Update Call with RSC and Advisors	0.5	Board communication
11/29/2018	Financing Transactions Analysis	2.0	Financing Transactions
11/30/2018	Financing Transactions Analysis	2.0	Financing Transactions

Sid Patkar, Associate

Date	Work Done	Hour	Code
12/3/2018	Bi-weekly Update Call with RSC and Advisors	0.5	Board communication
12/3/2018	Board Material review call with Paul Weiss	1.0	Board communication
12/3/2018	Preparation of materials for Restructuring Sub-Committee discussion	2.5	Valuation
12/3/2018	Preparation of materials for Restructuring Sub-Committee discussion	2.5	Financing Transactions
12/4/2018	Internal meeting to discuss Seritage and Lands End valuation	1.5	Valuation
12/4/2018	Preparation of materials for Restructuring Sub-Committee discussion	2.5	Valuation
12/4/2018	Preparation of materials for Restructuring Sub-Committee discussion	2.5	Financing Transactions
12/4/2018	Follow on internal meeting to discuss Seritage and Lands End valuation	1.0	Valuation
12/5/2018	Preparation for Restructuring Sub-Committee discussion	3.5	Board communication
12/5/2018	Call with Young Conaway	0.5	Financing Transactions
12/5/2018	Meeting with Restructuring Sub-Committee at PW office (ind. follow-up)	3.0	Board communication
12/6/2018	Evaluation of ESL credit bid	2.0	Board communication
12/6/2018	Call with RC to discuss ESL bid	1.0	Board communication
12/7/2018	Preparation for Duff & Phelps Interview	2.0	Asset Transfers
12/8/2018	Review of Weil/Lazard analysis of ESL credit bid	3.0	Sale Transaction
12/9/2018	Call with Advisors regarding ESL credit bid	1.0	Sale Transaction
12/9/2018	Call with UCC Advisors regarding ESL credit bid	1.0	Sale Transaction
12/9/2018	Call with RSC regarding ESL credit bid	1.0	Board communication
12/10/2018	Internal meeting to discuss preparation for Duff & Phelps Interview	1.0	Court testimony and litigation support
12/10/2018	Travel to Chicago for Duff & Phelps Interview	4.0	Travel
12/10/2018	Preparation for Duff & Phelps Interview	2.0	Court testimony and litigation support
12/11/2018	Meeting with Advisors for Interview Prep	1.0	Court testimony and litigation support
12/11/2018	Duff & Phelps Interview with Jeff Schiedemeyer	8.5	Court testimony and litigation support
12/11/2018	Travel from Chicago after Duff & Phelps Interview	4.0	Travel
12/12/2018	Financing Transaction Analysis for Paul Weiss	2.0	Financing Transactions
12/12/2018	Lands End valuation analysis	2.0	Valuation
12/14/2018	Follow-up call with PW and A&M regarding D&P interview	0.5	Court testimony and litigation support
12/14/2018	Review of Potential Response to ESL Bid	2.0	Sale Transaction
12/14/2018	Call with PW and A&M regarding Solvency Analysis	1.0	Asset Transfers
12/14/2018	Bi-weekly Update Call with RSC and Advisors	0.5	Board communication
12/16/2018	Travel to PW Office for Restructuring Sub-Committee meeting	1.0	Travel
12/16/2018	Meeting with Restructuring Sub-Committee at PW office regarding Solvency Analysis	3.0	Board communication
12/16/2018	Travel from PW Office for Restructuring Sub-Committee meeting	1.0	Travel
12/18/2018	Internal Meeting on Preparation for RSC Interview of Robert Shriesheim	1.0	Court testimony and litigation support
12/20/2018	Internal Debrief Meeting re: RSC Interview of Robert Shriesheim	0.5	Court testimony and litigation support
12/20/2018	Bi-weekly Update Call with RSC and Advisors	0.5	Board communication
12/21/2018	Internal Discussion re: Case Status and Next Steps	0.5	General Case Administration
12/22/2018	Internal calls on updated asset transfer analysis	3.0	Sale Transaction
12/22/2018	Review of updated asset transfer analysis	1.0	Asset Transfers
12/23/2018	Review of updated asset transfer analysis	2.0	Asset Transfers
12/23/2018	Internal Call re: Evercore Analysis of ESL-Provided Bid Supplemental Materials	1.0	Sale Transaction
12/23/2018	Call with A&M re: Analysis of ESL-Provided Bid Supplemental Materials	0.5	Sale Transaction
12/23/2018	Internal Call re: Evercore Analysis of ESL-Provided Bid Supplemental Materials	0.5	Sale Transaction
12/25/2018	Internal Call re: Updated Asset Transfer Analysis	1.0	Asset Transfers
12/25/2018	Analysis and Review of Updated Asset Transfer Analysis	2.0	Asset Transfers
12/26/2018	Call with RSC and Advisors re: Updated Analysis and ESL Bid	1.0	Board communication
12/26/2018	Review of Analysis Requested by PW on Financing Transactions	1.0	Financing Transactions
12/27/2018	Review of Analysis Requested by PW on Financing Transactions	1.0	Financing Transactions
12/30/2018	Call with Restructuring Committee and Advisors re: ESL Bid	1.0	Board communication
12/30/2018	Call with Restructuring Committee and Advisors regarding ESL bid	1.0	Board communication
12/31/2018	Reviewing and Preparing Monthly Fee Statement for UCC	3.0	Fee Application
12/31/2018	Internal call regarding Monthly Fee Statement	1.0	Fee Application
1/2/2019	Internal call regarding Monthly Fee Statement	0.5	Fee Application
1/2/2019	Meeting with Restructuring Committee and Advisors	3.0	Board communication
1/2/2019	Meeting with Restructuring Committee, ESL and Advisors	2.0	Sale Transaction
1/2/2019	Reviewing and Preparing Monthly Fee Statement for UCC	4.0	Fee Application
1/2/2019	Follow up analysis of certain Financing Transactions	2.0	Court testimony and litigation support

Sid Patkar, Associate			
Date	Work Done	Hour	Code
1/2/2019	Internal call to discuss Fee Statement	0.5	Board communication
1/3/2019	Bi-weekly Update Call with RSC and Advisors	0.5	Board communication
1/3/2019	Follow up analysis of certain Financing Transactions	2.0	Court testimony and litigation support
1/3/2019	Call with PW regarding ESL bid	1.0	Sale Transaction
1/3/2019	Call with PW and A&M regarding analysis of ESL bid	0.5	Sale Transaction
1/3/2019	Internal discussion regarding analysis of ESL bid	0.5	Sale Transaction
1/3/2019	Calls with Advisors regarding ESL bid	4.0	Sale Transaction
1/4/2019	Internal discussion regarding analysis of ESL bid	0.5	Sale Transaction
1/4/2019	Call with PW and A&M regarding ESL bid	0.5	Sale Transaction
1/4/2019	Call with Restructuring Committee regarding ESL bid	0.5	Board communication
1/4/2019	Follow up Call with PW and A&M regarding ESL bid	0.5	Sale Transaction
1/4/2019	Follow up Call with Restructuring Sub-Committee regarding ESL bid	0.5	Board communication
1/5/2019	Call with PW and A&M regarding ESL bid	1.0	Sale Transaction
1/5/2019	Call with Restructuring Committee regarding ESL bid	1.0	Board communication
1/6/2019	Call with Restructuring Sub-Committee and Advisors regarding ESL bid	1.0	Board communication
1/6/2019	Call with Restructuring Committee regarding ESL bid	1.0	Board communication
1/6/2019	Call with Restructuring Sub-Committee regarding ESL bid	0.5	Board communication
1/6/2019	Follow up analysis of certain Financing Transactions	2.0	Court testimony and litigation support
1/6/2019	Follow up analysis of Seritage Transaction	1.0	Court testimony and litigation support
1/7/2019	Review and internal discussion of revised ESL bid	1.0	Sale Transaction
1/7/2019	Follow up analysis of certain Financing Transactions	3.0	Court testimony and litigation support
1/7/2019	Call with A&M regarding revised ESL bid	0.5	Sale Transaction
1/7/2019	Call with Restructuring Sub-Committee regarding ESL bid	0.5	Board communication
1/8/2019	Review of ESL letter to Sears Board	1.0	Sale Transaction
1/9/2019	Call with Restructuring Committee regarding ESL bid	1.0	Board communication
1/9/2019	Call with PW litigation and follow up	1.0	Court testimony and litigation support
1/9/2019	Analysis for drafting Complaint	3.0	Court testimony and litigation support
1/9/2019	Follow up analysis for drafting Complaint	3.0	Court testimony and litigation support
1/10/2019	Bi-weekly Update Call with RSC and Advisors	0.5	Board communication
1/10/2019	Call amongst advisors regarding ESL bid and follow up	0.5	Sale Transaction
1/10/2019	Call with Restructuring Sub-Committee regarding ESL bid	1.0	Board communication
1/10/2019	Follow up Call with Restructuring Sub-Committee regarding ESL bid	0.5	Board communication
1/10/2019	Follow up Call with Restructuring Sub-Committee regarding ESL bid	0.5	Board communication
1/12/2019	Internal call regarding ESL bid	1.0	Sale Transaction
1/12/2019	Call with A&M regarding ESL bid and follow up	2.0	Sale Transaction
1/12/2019	Analysis of ESL bid	2.0	Sale Transaction
1/12/2019	Follow-on internal discussion re: ESL bid analysis	1.0	Sale Transaction
1/13/2019	Analysis of ESL bid	1.0	Sale Transaction
1/13/2019	Call with A&M regarding ESL bid and follow up	1.0	Sale Transaction
1/13/2019	Analysis of ESL bid	4.0	Sale Transaction
1/13/2019	Call with A&M regarding ESL bid and follow up	1.0	Sale Transaction
1/13/2019	Call with Restructuring Committee regarding ESL bid	1.0	Board communication
1/14/2019	Sears Auction at Weil's Office	8.0	Sale Transaction
1/15/2019	Sears Auction at Weil's Office	8.5	Sale Transaction
1/15/2019	Call with Restructuring Committee regarding ESL bid	1.0	Board communication
1/16/2019	Internal Meeting re: case status, ESL bid and next steps	1.0	Sale Transaction
1/16/2019	Analysis of ESL bid evolution	3.0	Sale Transaction
1/16/2019	Call with Restructuring Committee regarding ESL bid	1.0	Board communication
1/16/2019	Call with Restructuring Committee regarding ESL bid	1.0	Board communication
1/16/2019	Call with Restructuring Committee regarding ESL bid	1.0	Board communication
1/17/2019	Call with A&M regarding ESL bid evolution and follow up	1.0	Sale Transaction
1/17/2019	Discussion with PW Litigation team regarding ESL bid recoveries	1.0	Court testimony and litigation support
1/17/2019	Review of ESL claims with A&M	1.0	Sale Transaction
1/17/2019	Analysis of ESL bid evolution	2.0	Sale Transaction
1/17/2019	Review of ESL bid evolution	1.0	Sale Transaction
1/21/2019	Restructuring Committee Call	0.5	Board communication
1/21/2019	Call with RSC and Advisors	0.5	Board communication
1/22/2019	Prepare and Review Second Fee App	2.0	Fee Application
1/23/2019	Restructuring Committee Call	1.0	Board communication
1/23/2019	Prepare and Review Second Fee App	2.0	Fee Application
1/24/2019	Prepare and Review Second Fee App	2.0	Fee Application
1/25/2019	Prepare and Review Second Fee App	2.0	Fee Application
1/25/2019	Restructuring Committee Call	1.0	Board communication
1/28/2019	Bi-weekly Update Call with RSC and Advisors	0.5	Board communication
1/28/2019	Internal Discussion re: Case Status and Next Steps	0.5	Sale Transaction
1/28/2019	Restructuring Committee Call	1.0	Board communication

Sid Patkar, Associate			
Date	Work Done	Hour	Code
1/30/2019	Restructuring Committee Call	1.0	Board communication
1/31/2019	Review of RSC response to UCC Motion	7.0	Court testimony and litigation support
1/31/2019	Internal Meeting re: Case Status and Next Steps	0.5	Sale Transaction
2/1/2019	Review of RSC response to UCC Motion	3.0	Court testimony and litigation support
2/1/2019	Restructuring Committee Call	1.0	Board communication
2/4/2019	Sale Hearing	2.0	Sale Transaction
2/4/2019	Restructuring Committee Call	1.0	Board communication
2/6/2019	Sale Hearing	4.0	Sale Transaction
2/6/2019	Restructuring Committee Call	1.0	Board communication
2/11/2019	Bi-weekly Update Call with RSC and Advisors	0.5	Board communication
2/28/2019	Update Call with RSC and Advisors	0.5	Board communication
2/28/2019	Preparation of Evercore Fee Statement	4.0	Fee Application
3/1/2019	Preparation of Evercore Fee Statement	4.0	Fee Application
3/14/2019	Review of Analysis for PW Litigation	1.0	Court testimony and litigation support
Total		285.5	

Derek McBride, Associate

Date	Work Done	Hour	Code
11/8/2018	Internal Meeting (Restructuring and Real Estate teams)	1.0	Valuation
11/8/2018	Preparation of analysis of Seritage valuation	5.0	Valuation
11/8/2018	Review of analysis of Seritage valuation	1.5	Valuation
11/9/2018	Preparation of analysis of Seritage valuation	5.0	Valuation
11/10/2018	Preparation of analysis of Seritage valuation	5.0	Valuation
11/12/2018	Review of analysis of Seritage valuation	1.0	Valuation
11/12/2018	Internal Meeting (Restructuring and Real Estate teams)	1.0	Valuation
11/13/2018	Preparation of analysis of Seritage valuation	3.0	Valuation
11/14/2018	Review of analysis of Seritage valuation	0.5	Valuation
11/14/2018	Internal Meeting (Restructuring and Real Estate teams)	1.0	Valuation
11/15/2018	Preparation of analysis of Seritage valuation	3.0	Valuation
11/19/2018	Review of analysis of Seritage valuation	1.0	Valuation
11/20/2018	Internal Meeting (Real Estate)	1.0	Valuation
11/26/2018	Preparation of analysis of Seritage valuation	2.0	Valuation
11/27/2018	Review of analysis of Seritage valuation	1.0	Valuation
11/27/2018	Internal Meeting (Restructuring and Real Estate teams)	0.5	Valuation
12/4/2018	Internal meeting to discuss Seritage and Lands End valuation	1.5	Valuation
12/5/2018	Preparation of analysis of Seritage valuation	1.0	Valuation
12/5/2018	Review of analysis of Seritage valuation	0.5	Valuation
12/10/2018	Preparation for Duff & Phelps Interview	1.0	Court testimony and litigation support
Total		36.5	

Sean Mulroy, Senior Analyst

Date	Work Done	Hour	Code
10/15/2018	Reviewed bankruptcy filings	2.0	General Case Administration
10/15/2018	Preparation of materials for RSC discussion	2.0	Board communication
10/16/2018	Reviewed parties in interest list	1.5	Evercore Retention
10/16/2018	Preparation of materials for RSC discussion	2.0	Board communication
10/16/2018	Compliance discussion re: parties in interest	0.5	Evercore Retention
10/17/2018	Preparation of materials for RSC discussion	2.0	Board communication
10/18/2018	Preparation of materials for RSC discussion	3.5	Board communication
10/18/2018	Internal Call re: Compliance	0.5	General Case Administration
10/19/2018	Internal Discussion	1.0	Evercore Retention
10/21/2018	Preparation of materials for RSC discussion	4.5	Board communication
10/22/2018	Preparation of materials for RSC discussion	2.0	Board communication
10/22/2018	Meeting with Advisors (PW and A&M)	1.0	General Case Administration
10/25/2018	Analyzed historical corporate transactions	3.0	Asset Transfers
10/26/2018	Analyzed historical corporate transactions	6.0	Asset Transfers
Total		31.5	

Kirsten Colwell, Senior Analyst

Date	Work Done	Hour	Code
11/8/2018	Internal Meeting (Restructuring and Real Estate teams)	1.0	Valuation
11/8/2018	Preparation of analysis of Seritage valuation	7.0	Valuation
11/9/2018	Preparation of analysis of Seritage valuation	10.0	Valuation
11/10/2018	Preparation of analysis of Seritage valuation	10.0	Valuation
	Total	28.0	

Jonathan Kamel, Analyst

Date	Work Done	Hour	Code
11/1/2018	Bi-weekly Update Call with RSC and Advisors	0.5	Board Communication
11/1/2018	Call among Advisors	0.5	Asset Transfers
11/2/2018	Asset Transfers Analysis	7.0	Asset Transfers
11/2/2018	Financing Transactions Analysis	2.0	Financing Transactions
11/3/2018	Financing Transactions Analysis	7.0	Financing Transactions
11/4/2018	Financing Transactions Analysis	6.0	Financing Transactions
11/5/2018	Financing Transactions Analysis	9.0	Financing Transactions
11/5/2018	Bi-weekly Update Call with RSC and Advisors	0.5	Board Communication
11/5/2018	Call with A&M	0.5	Financing Transactions
11/6/2018	Meeting with Advisors	2.0	General Case Administration
11/6/2018	Financing Transactions Analysis	4.0	Financing Transactions
11/8/2018	Asset Transfers Analysis	4.0	Asset Transfers
11/8/2018	Evercore Application for Retention Supplemental	3.0	Evercore Retention
11/8/2018	Bi-weekly Update Call with RSC and Advisors	0.5	Board Communication
11/8/2018	Internal Meeting (Restructuring and Real Estate teams)	1.0	Valuation
11/8/2018	Internal Meeting (Restructuring team)	1.0	Financing Transactions
11/9/2018	Asset Transfers Analysis	5.0	Asset Transfers
11/9/2018	Call with Paul Weiss	0.5	Financing Transactions
11/10/2018	Evercore Application for Retention Supplemental	2.0	Evercore Retention
11/11/2018	Asset Transfers Analysis	4.0	Asset Transfers
11/11/2018	Meeting with RSC at Weil's office	4.0	Board communication
11/12/2018	Internal Meeting (Restructuring team)	1.0	Financing Transactions
11/12/2018	Asset Transfers Analysis	2.0	Asset Transfers
11/12/2018	Internal Meeting (Restructuring and Real Estate teams)	1.0	Valuation
11/13/2018	Financing Transactions Analysis	5.0	Financing Transactions
11/14/2018	Financing Transactions Analysis	6.0	Financing Transactions
11/14/2018	Asset Transfers Analysis	2.0	Asset Transfers
11/14/2018	Internal Meeting re: Asset Transfers	1.0	Asset Transfers
11/15/2018	Financing Transactions Analysis	6.0	Financing Transactions
11/15/2018	Dialed in to Second Day hearing	1.5	Hearings and Court Matters
11/16/2018	Asset Transfers Analysis	2.0	Asset Transfers
11/16/2018	Internal Meeting re: Asset Transfers and Financing Transactions	1.0	Asset Transfers
11/16/2018	Call with Paul Weiss	1.0	General Case Administration
11/16/2018	Financing Transactions Analysis	4.0	Financing Transactions
11/16/2018	Internal Meeting re: Asset Transfers and Financing Transactions	1.0	Asset Transfers
11/18/2018	Call with Advisors	0.5	General Case Administration
11/18/2018	Sears Claims and Potential Recoveries Analysis	4.0	Sale Transaction
11/19/2018	Bi-weekly Update Call with RSC and Advisors	0.5	Board communication
11/19/2018	Sears Claims and Potential Recoveries Analysis	7.0	Sale Transaction
11/19/2018	Call with A&M and PW	0.5	General Case Administration
11/19/2018	Financing Transactions Analysis	1.0	Financing Transactions
11/21/2018	Internal Meeting re: Financing Transactions	1.0	Financing Transactions
11/21/2018	Financing Transactions Analysis	6.0	Financing Transactions
11/23/2018	Financing Transactions Analysis	2.0	Financing Transactions
11/25/2018	Financing Transactions Analysis	2.0	Financing Transactions
11/26/2018	Bi-weekly Update Call with RSC and Advisors	0.5	Board communication
11/26/2018	Financing Transactions Analysis	5.0	Financing Transactions
11/26/2018	Asset Transfers Analysis	2.0	Asset Transfers
11/27/2018	Call with Young Conaway	0.5	Financing Transactions
11/27/2018	Asset Transfers Analysis	4.0	Asset Transfers
11/27/2018	Internal Meeting re: Asset Transfers	1.0	Asset Transfers
11/27/2018	Call with Advisors	0.5	General Case Administration
11/28/2018	Asset Transfers Analysis	2.0	Asset Transfers
11/28/2018	Financing Transactions Analysis	2.0	Financing Transactions
11/28/2018	Internal Meeting re: Financing Transactions	1.0	Financing Transactions
11/29/2018	Bi-weekly Update Call with RSC and Advisors	0.5	Board communication
11/29/2018	Financing Transactions Analysis	5.0	Financing Transactions
11/30/2018	Financing Transactions Analysis	4.0	Financing Transactions

Jonathan Kamel, Analyst

Date	Work Done	Hour	Code
12/1/2018	Financing Transactions Analysis	2.0	Financing Transactions
12/3/2018	Internal Meeting re: Asset Transfers and Financing Transactions	2.0	Asset Transfers
12/3/2018	Call with PW re: Asset Transfers and Financing Transactions	1.0	Board communication
12/3/2018	Financing Transactions Analysis	4.0	Financing Transactions
12/4/2018	Internal Meeting re: Asset Transfers and Financing Transactions	1.5	Asset Transfers
12/4/2018	Financing Transactions Analysis	5.0	Financing Transactions
12/4/2018	Follow-up Internal Meeting re: Asset Transfers and Financing Transactions	1.0	Asset Transfers
12/4/2018	Asset Transfers Analysis	2.0	Asset Transfers
12/5/2018	Call with Young Conaway re: Financing Transactions	0.5	Financing Transactions
12/5/2018	Financing Transactions Analysis	2.0	Financing Transactions
12/5/2018	Meeting with Restructuring Committee at PW office, and follow-up	3.0	Board communication
12/5/2018	Internal Meeting re: Asset Transfers and Financing Transactions	1.0	Asset Transfers
12/6/2018	Call with Restructuring Committee and Company Advisors re: ESL Bid	1.0	Board communication
12/7/2018	Review of ESL Bid	1.0	Sale Transaction
12/7/2018	Preparation for Restructuring Committee Interview of D&P	2.0	Court testimony and litigation support
12/8/2018	Preparation for Restructuring Committee Interview of Centerview	5.0	Court testimony and litigation support
12/9/2018	Call with RSC re: ESL Bid	1.0	Board communication
12/10/2018	Internal Meeting to Prepare for Duff & Phelps Desposition	1.0	Court testimony and litigation support
12/10/2018	Preparation for Restructuring Committee Interview of Duff & Phelps	4.0	Court testimony and litigation support
12/11/2018	Asset Transfers Analysis	6.0	Asset Transfers
12/11/2018	Financing Transactions Analysis	2.0	Financing Transactions
12/11/2018	Teleconference of Restructuring Committee Interview of D&P	3.0	Court testimony and litigation support
12/12/2018	Financing Transactions Analysis	3.0	Financing Transactions
12/14/2018	Review of Potential Response to ESL Bid	2.0	Sale Transaction
12/14/2018	Preparation for Restructuring Committee Interview of Robert Shriesheim	2.0	Court testimony and litigation support
12/14/2018	Bi-weekly Update Call with RSC and Advisors	0.5	Board communication
12/15/2018	Financing Transactions Analysis	5.0	Financing Transactions
12/16/2018	Meeting with RSC at PW office regarding Solvency Analysis	3.0	Board communication
12/17/2018	Internal Meeting on Preparation for RSC Interview of Robert Shriesheim	1.0	Court testimony and litigation support
12/18/2018	Internal Meeting on Preparation for RSC Interview of Robert Shriesheim	1.0	Court testimony and litigation support
12/18/2018	Preparation for RSC Interview of Robert Shriesheim	3.0	Court testimony and litigation support
12/18/2018	Call with PW re: Preparation for RSC Interview of Robert Shriesheim	0.5	Court testimony and litigation support
12/18/2018	Travel to Chicago for RSC Interview of Robert Shriesheim	4.0	Travel
12/19/2018	Attendance of and Participation in RSC Interview of Robert Shriesheim	6.0	Court testimony and litigation support
12/19/2018	Travel back from Chicago following RSC Interview of Robert Shriesheim	4.0	Travel
12/20/2018	Internal Debrief Meeting re: RSC Interview of Robert Shriesheim	0.5	Court testimony and litigation support
12/20/2018	Bi-weekly Update Call with RSC and Advisors	0.5	Board communication
12/20/2018	Preparation of Evercore Monthly Fee Statement	1.0	Fee Application
12/20/2018	Call with PW re: Asset Transfers	0.5	Asset Transfers
12/20/2018	Call with RSC and Advisors re: ESL Bid	1.0	Board communication
12/21/2018	Call with PW re: Financing Transactions	0.5	Financing Transactions
12/21/2018	Call with PW re: Asset Transfers	0.5	Asset Transfers
12/22/2018	Internal Calls re: Evercore Analysis of ESL-Provided Bid Supplemental Materials	3.0	Sale Transaction
12/22/2018	Analysis of ESL-Provided Bid Supplemental Materials	3.0	Sale Transaction
12/23/2018	Internal Call re: Evercore Analysis of ESL-Provided Bid Supplemental Materials	1.0	Sale Transaction
12/23/2018	Call with A&M re: Analysis of ESL-Provided Bid Supplemental Materials	0.5	Sale Transaction
12/23/2018	Internal Call re: Evercore Analysis of ESL-Provided Bid Supplemental Materials	0.5	Sale Transaction
12/25/2018	Internal Call re: Updated Asset Transfer Analysis	1.0	Asset Transfers
12/25/2018	Analysis re: Updated Asset Transfer Analysis	3.0	Asset Transfers
12/26/2018	Call with RSC and Advisors re: Updated Analysis and ESL Bid	1.0	Board communication
12/26/2018	Analysis Requested by PW on Financing Transactions	1.0	Financing Transactions
12/27/2018	Analysis Requested by PW on Financing Transactions	2.0	Financing Transactions
12/30/2018	Call with Restructuring Committee and Advisors re: ESL Bid	1.0	Board communication

Jonathan Kamel, Analyst

Date	Work Done	Hour	Code
1/2/2019	Analysis Requested by PW on Financing Transactions	2.0	Financing Transactions
1/2/2019	Internal Call re: Evercore Monthly Fee Statement	0.5	Fee Application
1/2/2019	Analysis Requested by PW on Financing Transactions	2.0	Financing Transactions
1/2/2019	Audio attendance of meeting with Restructuring Committee and Advisors	3.0	Board communication
1/2/2019	Analysis Requested by PW on Financing Transactions	1.0	Financing Transactions
1/2/2019	Audio attendance of meeting with Restructuring Committee, Advisors and ESL	2.0	Sale Transaction
1/2/2019	Analysis Requested by PW on Financing Transactions	3.0	Financing Transactions
1/3/2019	Call with PW re: Financing Transactions	0.5	Financing Transactions
1/3/2019	Analysis Requested by PW on Financing Transactions	1.0	Financing Transactions
1/3/2019	Review of Evercore Analysis re: Financings	1.0	Financing Transactions
1/3/2019	Analysis Requested by PW on Financing Transactions	4.0	Financing Transactions
1/3/2019	Call with PW re: ESL Bid	0.5	Sale Transaction
1/3/2019	Call with PW and A&M re: ESL Bid	0.5	Sale Transaction
1/3/2019	Internal Discussion re: ESL Bid	0.5	Sale Transaction
1/3/2019	Analysis Requested by PW on Asset Transfers	6.0	Asset Transfers
1/4/2019	Call with PW and A&M re: Bids	0.5	Sale Transaction
1/4/2019	Call with Restructuring Committee and Advisors	0.5	Sale Transaction
1/4/2019	Call with PW and A&M re: ESL Bid	0.5	Sale Transaction
1/4/2019	Call with RSC and Advisors re: ESL Bid	0.5	Board communication
1/5/2019	Call with PW and A&M re: ESL Bid	1.0	Sale Transaction
1/5/2019	Call with Restructuring Committee and Advisors	1.0	Board communication
1/5/2019	Analysis Requested by PW on Finan&ngs	4.0	Financing Transactions
1/7/2019	Analysis Requested by PW on Finan&ngs	2.0	Financing Transactions
1/7/2019	Call with PW litigation on Finan&ngs	0.5	Financing Transactions
1/7/2019	Analysis Requested by PW on Finan&ngs	6.0	Financing Transactions
1/7/2019	Call with RSC and Advisors re: ESL Bid	0.5	Board communication
1/8/2019	Analysis Requested by PW on Finan&ngs	0.5	Financing Transactions
1/8/2019	Audio attendance of Sears Sale Status Conference	1.0	Hearings and Court Matters
1/8/2019	Analysis Requested by PW on Finan&ngs	2.0	Financing Transactions
1/8/2019	Call with RSC and Advisors re: ESL Bid	1.0	Board communication
1/8/2019	Analysis Requested by PW on Finan&ngs	1.0	Financing Transactions
1/8/2019	Call with PW litigation on Finan&ngs	0.5	Financing Transactions
1/8/2019	Call with Restructuring Committee and Advisors	0.5	Board communication
1/8/2019	Review and Comments on PW Draft Court Filing	3.0	Court testimony and litigation support
1/9/2019	Review and Comments on PW Draft Court Filing	3.5	Court testimony and litigation support
1/9/2019	Analysis Requested by PW on Finan&ngs	1.0	Financing Transactions
1/9/2019	Review and Comments on PW Draft Court Filing	2.5	Court testimony and litigation support
1/9/2019	Call with Restructuring Committee and Advisors	1.0	Board communication
1/9/2019	Call with PW litigation on Finan&ngs	0.5	Court testimony and litigation support
1/9/2019	Analysis Requested by PW on Finan&ngs	1.0	Financing Transactions
1/9/2019	Review and Comment on PW Draft Court Filing	2.0	Court testimony and litigation support
1/10/2019	Bi-weekly Update Call with RSC and Advisors	0.5	Board communication
1/10/2019	Call with PW and A&M re: ESL Bid	0.5	Sale Transaction
1/10/2019	Call with RSC and Advisors re: ESL Bid	1.0	Board communication
1/10/2019	Follow-up Call with RSC and Advisors re: ESL Bid	0.5	Board communication
1/10/2019	Follow-up Call with RSC and Advisors re: ESL Bid	0.5	Board communication
1/11/2019	Meeting at Weil with RC / RSC / UCC / ESL for ESL Bid Negotiation	4.0	Sale Transaction
1/11/2019	Internal Call with A&M re: ESL Bid Analysis	1.0	Sale Transaction
1/12/2019	Call with A&M re: ESL Bid Analysis	0.5	Sale Transaction
1/12/2019	ESL Bid Analysis	2.0	Sale Transaction
1/12/2019	ESL Bid Analysis	1.5	Sale Transaction
1/12/2019	Internal Call re: ESL Bid Analysis	0.5	Sale Transaction
1/12/2019	ESL Bid Analysis	1.5	Sale Transaction
1/13/2019	Call with Restructuring Committee and Advisors	1.0	Board communication
1/14/2019	Review of PW Litigation Complaint	2.0	Court testimony and litigation support
1/15/2019	Call with Restructuring Committee and Advisors at Sears Auction	1.0	Board communication
1/15/2019	Call with RSC and Advisors at Sears Auction	0.5	Board communication
1/15/2019	Analysis Requested by PW on Finan&ngs and Asset Transfers	4.0	Financing Transactions
1/15/2019	Call with Restructuring Committee and Advisors	0.5	Board communication

Jonathan Kamel, Analyst

Date	Work Done	Hour	Code
1/16/2019	Analysis on ESL Bids	2.0	Sale Transaction
1/16/2019	Internal Meeting re: Analysis on ESL Bids	1.0	Sale Transaction
1/16/2019	Analysis on ESL Bids	2.0	Sale Transaction
1/16/2019	Call with Restructuring Committee and Advisors	1.0	Board communication
1/16/2019	Analysis on ESL Bids	2.0	Sale Transaction
1/16/2019	Call with Restructuring Committee and Advisors	1.0	Board communication
1/16/2019	Analysis on ESL Bids	1.0	Sale Transaction
1/16/2019	Call with Restructuring Committee and Advisors	1.0	Board communication
1/17/2019	Analysis on ESL Bids	1.0	Sale Transaction
1/17/2019	Call with A&M re: Analysis on ESL Bids and Follow Up	1.0	Sale Transaction
1/17/2019	Analysis on ESL Bids	2.5	Sale Transaction
1/18/2019	Audio Attendance: Sears Omnibus Hearing	1.0	Hearings and Court Matters
1/18/2019	Evercore Call with PW re: Discovery	0.5	Court testimony and litigation support
1/18/2019	Internal discussion re: Discovery	0.5	Court testimony and litigation support
1/18/2019	Call with Restructuring Committee and Advisors	1.0	Board communication
1/18/2019	Preparation of Document Production re: Discovery	2.0	Court testimony and litigation support
1/18/2019	Call with PW Litigation re: Discovery	0.5	Court testimony and litigation support
1/21/2019	Call with Restructuring Committee and Advisors	0.5	Board communication
1/21/2019	Call with RSC and Advisors	0.5	Board communication
1/22/2019	Call with PW Litigation re: Discovery	0.5	Court testimony and litigation support
1/22/2019	Preparation of Document Production re: Discovery	1.0	Court testimony and litigation support
1/23/2019	Call with Restructuring Committee and Advisors	1.0	Board communication
1/23/2019	Preparation of Evercore Monthly Fee Statement	2.0	Fee Application
1/24/2019	Preparation of Evercore Monthly Fee Statement	2.0	Fee Application
1/25/2019	Call with Restructuring Committee and Advisors	1.0	Board communication
1/27/2019	Analysis on ESL Bids with A&M	2.0	Sale Transaction
1/28/2019	Bi-weekly Update Call with RSC and Advisors	0.5	Board communication
1/28/2019	Internal Discussion re: Case Status and Next Steps	0.5	Sale Transaction
1/28/2019	Call with Restructuring Committee and Advisors	1.0	Board communication
1/29/2019	Preparation for Aronson Deposition	2.5	Court testimony and litigation support
1/30/2019	Preparation for Aronson Deposition	4.0	Court testimony and litigation support
1/30/2019	Call with Restructuring Committee and Advisors	1.0	Board communication
1/31/2019	Review of RSC Response to UCC Objection to Sale	2.0	Court testimony and litigation support
1/31/2019	Review of RSC Response to UCC Objection to Sale	1.5	Court testimony and litigation support
1/31/2019	Review of Carr Declaration in Support of RSC Response to UCC Objection to Sale	1.5	Court testimony and litigation support
2/1/2019	Call with Restructuring Committee and Advisors	1.0	Board communication
2/4/2019	Call with Restructuring Committee and Advisors	1.0	Board communication
2/6/2019	Call with Restructuring Committee and Advisors	1.0	Board communication
2/7/2019	Assisting PW in Asset Transfer Analysis	1.0	Asset Transfers
2/8/2019	Call with Restructuring Committee and Advisors	1.0	Board communication
2/11/2019	Bi-weekly Update Call with RSC and Advisors	0.5	Board communication
2/22/2019	Financings / Asset Transfers Analysis for PW Litigation	4.0	Court testimony and litigation support
2/22/2019	Financings / Asset Transfers Analysis for PW Litigation	4.0	Court testimony and litigation support
2/25/2019	Preparation of Evercore Monthly Fee Statement	4.0	Fee Application
2/28/2019	Update Call with RSC and Advisors	0.5	Board communication
3/1/2019	Preparation of Evercore Monthly Fee Statement	1.0	Fee Application
3/11/2019	Financings Analysis for PW Litigation	5.0	Court testimony and litigation support
3/13/2019	Asset Transfers Analysis for PW Litigation	5.0	Court testimony and litigation support
3/14/2019	Asset Transfers Analysis for PW Litigation	2.0	Court testimony and litigation support
		424.5	

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Date	Work Done	Hour	Code
10/15/2018	Reviewed bankruptcy filings	1.0	General Case Administration
10/15/2018	Preparation of materials for RSC discussion	4.0	Board communication
10/16/2018	Preparation of materials for RSC discussion	3.0	Board communication
10/16/2018	Internal Discussions	1.0	Evercore Retention
10/17/2018	Preparation of materials for RSC discussion	2.0	Board communication
10/18/2018	Preparation of materials for RSC discussion	2.5	Board communication
10/18/2018	Internal Call re: Compliance	0.5	General Case Administration
10/19/2018	Internal Discussions	1.0	Evercore Retention
10/20/2018	Preparation of materials for RSC discussion	4.0	Board communication
10/21/2018	Preparation of materials for RSC discussion	6.0	Board communication
10/22/2018	Meeting with Advisors	1.0	General Case Administration
10/22/2018	Preparation of materials for RSC discussion	6.0	Board communication
10/23/2018	Preparation of materials for RSC discussion	5.0	Board communication
10/24/2018	Preparation of materials for RSC discussion	7.0	Board communication
10/24/2018	Call among Advisors	0.5	Asset Transfers
10/25/2018	Bi-weekly Update Call with RSC and Advisors	0.5	Board communication
10/25/2018	Analyzed historical corporate transactions	6.0	Asset Transfers
10/26/2018	Analyzed historical corporate transactions	8.0	Asset Transfers
10/26/2018	Call with A&M	0.5	Financing Transactions
10/26/2018	Call with Debevoise	0.5	Evercore Retention
10/27/2018	Analyzed historical corporate transactions	4.5	Asset Transfers
10/28/2018	Analyzed historical corporate transactions	5.0	Asset Transfers
10/29/2018	Bi-weekly Update Call with RSC and Advisors	0.5	Board communication
10/29/2018	Analyzed historical corporate transactions	5.0	Asset Transfers
10/30/2018	Analyzed historical corporate transactions	9.0	Asset Transfers
10/31/2018	Analyzed historical corporate transactions	4.0	Asset Transfers
10/31/2018	Internal Meeting re: Asset Transfers	0.5	Asset Transfers
11/1/2018	Bi-weekly Update Call with RSC and Advisors	0.5	Board communication
11/1/2018	Call among Advisors	0.5	Asset Transfers
11/2/2018	Analyzed historical corporate transactions	5.0	Asset Transfers
11/3/2018	Analyzed historical corporate transactions	3.0	Asset Transfers
11/4/2018	Analyzed historical corporate transactions	4.0	Asset Transfers
11/5/2018	Internal discussion on Financing Transactions	0.5	Financing Transactions
11/5/2018	Analyzed historical corporate transactions	0.5	General Case Administration
11/5/2018	Call with A&M	0.5	Financing Transactions
11/5/2018	Bi-weekly Update Call with RSC and Advisors	0.5	Board communication
11/6/2018	Meeting with Advisors	2.0	General Case Administration
11/7/2018	Analyzed historical corporate transactions	6.5	Asset Transfers
11/8/2018	Internal Meeting (Restructuring team)	1.0	Financing Transactions
11/8/2018	Internal Meeting (Restructuring and Real Estate teams)	1.0	Valuation
11/8/2018	Bi-weekly Update Call with RSC and Advisors	0.5	General Case Administration
11/9/2018	Call with Paul Weiss	0.5	Financing Transactions
11/11/2018	Meeting with Restructuring Sub-Committee at PW office	4.0	Board communication
11/12/2018	Internal Meeting (Restructuring team)	1.0	Financing Transactions
11/12/2018	Internal Meeting (Restructuring and Real Estate teams)	1.0	Valuation
11/14/2018	Internal Meeting (Restructuring and Real Estate teams)	1.0	Valuation
11/15/2018	Financing Transactions Analysis	3.0	Asset Transfers
11/15/2018	Dialed in to Second Day hearing	1.5	Hearings and Court Matters
11/16/2018	Internal Meeting re: Asset Transfers	1.0	Asset Transfers
11/18/2018	Call with Advisors	0.5	General Case Administration
11/19/2018	Bi-weekly Update Call with RSC and Advisors	0.5	Board communication
11/19/2018	Call with A&M and PW	0.5	General Case Administration
11/21/2018	Internal Meeting re: Financing Transactions	1.0	Financing Transactions
11/22/2018	Financing Transactions Analysis	9.0	Financing Transactions
11/23/2018	Financing Transactions Analysis	11.0	Financing Transactions
11/24/2018	Financing Transactions Analysis	6.0	Financing Transactions
11/25/2018	Financing Transactions Analysis	12.0	Financing Transactions
11/26/2018	Financing Transactions Analysis	14.0	Financing Transactions
11/26/2018	Bi-weekly Update Call with RSC and Advisors	0.5	Board communication
11/27/2018	Call with Young Conaway	0.5	Financing Transactions
11/27/2018	Internal Meeting re: Asset Transfers	1.0	Asset Transfers
11/27/2018	Call with Advisors	0.5	Financing Transactions
11/28/2018	Internal Meeting re: Financing Transactions	1.0	Financing Transactions
11/29/2018	Bi-weekly Update Call with RSC and Advisors	0.5	Board communication

Ajith Sukumar, Analyst

Date	Work Done	Hour	Code
10/15/2018	Reviewed bankruptcy filings	1.0	General Case Administration
10/15/2018	Preparation of materials for RSC discussion	4.0	Board communication
10/16/2018	Preparation of materials for RSC discussion	3.0	Board communication
10/16/2018	Internal Discussions	1.0	Evercore Retention
10/17/2018	Preparation of materials for RSC discussion	2.0	Board communication
10/18/2018	Preparation of materials for RSC discussion	2.5	Board communication
10/18/2018	Internal Call re: Compliance	0.5	General Case Administration
10/19/2018	Internal Discussions	1.0	Evercore Retention
10/20/2018	Preparation of materials for RSC discussion	4.0	Board communication
10/21/2018	Preparation of materials for RSC discussion	6.0	Board communication
10/22/2018	Meeting with Advisors	1.0	General Case Administration
10/22/2018	Preparation of materials for RSC discussion	6.0	Board communication
10/23/2018	Preparation of materials for RSC discussion	5.0	Board communication
10/24/2018	Preparation of materials for RSC discussion	7.0	Board communication
10/24/2018	Call among Advisors	0.5	Asset Transfers
10/25/2018	Bi-weekly Update Call with RSC and Advisors	0.5	Board communication
10/25/2018	Analyzed historical corporate transactions	6.0	Asset Transfers
10/26/2018	Analyzed historical corporate transactions	8.0	Asset Transfers
10/26/2018	Call with A&M	0.5	Financing Transactions
10/26/2018	Call with Debevoise	0.5	Evercore Retention
10/27/2018	Analyzed historical corporate transactions	4.5	Asset Transfers
10/28/2018	Analyzed historical corporate transactions	5.0	Asset Transfers
10/29/2018	Bi-weekly Update Call with RSC and Advisors	0.5	Board communication
10/29/2018	Analyzed historical corporate transactions	5.0	Asset Transfers
10/30/2018	Analyzed historical corporate transactions	9.0	Asset Transfers
10/31/2018	Analyzed historical corporate transactions	4.0	Asset Transfers
10/31/2018	Internal Meeting re: Asset Transfers	0.5	Asset Transfers
11/1/2018	Bi-weekly Update Call with RSC and Advisors	0.5	Board communication
11/1/2018	Call among Advisors	0.5	Asset Transfers
11/2/2018	Analyzed historical corporate transactions	5.0	Asset Transfers
11/3/2018	Analyzed historical corporate transactions	3.0	Asset Transfers
11/4/2018	Analyzed historical corporate transactions	4.0	Asset Transfers
11/5/2018	Internal discussion on Financing Transactions	0.5	Financing Transactions
11/5/2018	Analyzed historical corporate transactions	0.5	General Case Administration
11/5/2018	Call with A&M	0.5	Financing Transactions
11/5/2018	Bi-weekly Update Call with RSC and Advisors	0.5	Board communication
11/6/2018	Meeting with Advisors	2.0	General Case Administration
11/7/2018	Analyzed historical corporate transactions	6.5	Asset Transfers
11/8/2018	Internal Meeting (Restructuring team)	1.0	Financing Transactions
11/8/2018	Internal Meeting (Restructuring and Real Estate teams)	1.0	Valuation
11/8/2018	Bi-weekly Update Call with RSC and Advisors	0.5	General Case Administration
11/9/2018	Call with Paul Weiss	0.5	Financing Transactions
11/11/2018	Meeting with Restructuring Sub-Committee at PW office	4.0	Board communication
11/12/2018	Internal Meeting (Restructuring team)	1.0	Financing Transactions
11/12/2018	Internal Meeting (Restructuring and Real Estate teams)	1.0	Valuation
11/14/2018	Internal Meeting (Restructuring and Real Estate teams)	1.0	Valuation
11/15/2018	Financing Transactions Analysis	3.0	Asset Transfers
11/15/2018	Dialed in to Second Day hearing	1.5	Hearings and Court Matters
11/16/2018	Internal Meeting re: Asset Transfers	1.0	Asset Transfers
11/18/2018	Call with Advisors	0.5	General Case Administration
11/19/2018	Bi-weekly Update Call with RSC and Advisors	0.5	Board communication
11/19/2018	Call with A&M and PW	0.5	General Case Administration
11/21/2018	Internal Meeting re: Financing Transactions	1.0	Financing Transactions
11/22/2018	Financing Transactions Analysis	9.0	Financing Transactions
11/23/2018	Financing Transactions Analysis	11.0	Financing Transactions
11/24/2018	Financing Transactions Analysis	6.0	Financing Transactions
11/25/2018	Financing Transactions Analysis	12.0	Financing Transactions
11/26/2018	Financing Transactions Analysis	14.0	Financing Transactions
11/26/2018	Bi-weekly Update Call with RSC and Advisors	0.5	Board communication
11/27/2018	Call with Young Conaway	0.5	Financing Transactions
11/27/2018	Internal Meeting re: Asset Transfers	1.0	Asset Transfers
11/27/2018	Call with Advisors	0.5	Financing Transactions
11/28/2018	Internal Meeting re: Financing Transactions	1.0	Financing Transactions
11/29/2018	Bi-weekly Update Call with RSC and Advisors	0.5	Board communication

Ajith Sukumar, Analyst

Date	Work Done	Hour	Code
12/3/2018	Internal Meeting re: Asset Transfers and Financing Transactions	2.0	Asset Transfers
12/3/2018	Bi-weekly Update Call with RSC and Advisors	0.5	Board communication
12/3/2018	Board Material review call with Paul Weiss	1.0	Board communication
12/4/2018	Asset Transfer Analysis	7.0	Asset Transfers
12/4/2018	Internal meeting to discuss Seritage and Lands End valuation	1.5	Valuation
12/4/2018	Asset Transfer Analysis	5.0	Asset Transfers
12/4/2018	Follow-up Internal Meeting re: Asset Transfers and Financing Transactions	1.0	Asset Transfers
12/5/2018	Call with Young Conway	0.5	Financing Transactions
12/6/2018	Call with Restructuring Committee and Company Advisors re: ESL Bid	1.0	Board communication
12/9/2018	Call with Advisors regarding ESL credit bid	1.0	Sale Transaction
12/10/2018	Internal meeting to discuss preparation for Duff & Phelps Interview	1.0	Court testimony and litigation support
12/11/2018	Asset Transfer Analysis	1.5	Asset Transfers
12/11/2018	Teleconference of Restructuring Committee Interview of D&P	3.0	Court testimony and litigation support
12/14/2018	Bi-weekly Update Call with RSC and Advisors	0.5	Board communication
12/16/2018	Call with Advisors re: Solvency	3.0	Board communication
12/20/2018	Internal Debrief Meeting re: RSC Interview of Robert Shriesheim	0.5	Court testimony and litigation support
12/20/2018	Bi-weekly Update Call with RSC and Advisors	0.5	Board communication
12/20/2018	Call with RSC and Advisors re: ESL Bid	1.0	Board communication
12/21/2018	Call with PW re: Financing Transactions	0.5	Financing Transactions
12/21/2018	Call with PW re: Asset Transfers	0.5	Asset Transfers
12/22/2018	Internal calls on updated asset transfer analysis	3.0	Asset Transfers
12/23/2018	Asset Transfer Analysis	5.0	Asset Transfers
12/23/2018	Internal calls on updated asset transfer analysis	2.0	Asset Transfers
12/27/2018	Preparing Monthly Fee Statement	6.0	Fee Application
12/30/2018	Call with Restructuring Committee and Advisors re: ESL Bid	1.0	Board communication
12/31/2018	Internal call regarding Monthly Fee Statement	1.0	Fee Application
1/2/2019	Internal Call re: Evercore Monthly Fee Statement	0.5	Fee Application
1/2/2019	Meeting with Restructuring Committee and Advisors via Teleconference	3.0	Board communication
1/2/2019	Analysis Requested by PW on Financing Transactions	3.0	Financing Transactions
1/2/2019	Meeting with Restructuring Committee, ESL and Advisors via Teleconference	2.0	Sale Transaction
1/3/2019	Preparation of Analysis re: Financings	1.0	Financing Transactions
1/3/2019	Call with PW re: ESL Bid	0.5	Sale Transaction
1/3/2019	Call with PW and A&M re: ESL Bid	0.5	Sale Transaction
1/3/2019	Internal Discussion re: ESL Bid	0.5	Sale Transaction
1/3/2019	Analysis Requested by PW on Asset Transfers	6.0	Asset Transfers
1/4/2019	Call with PW and A&M re: Bids	0.5	Sale Transaction
1/4/2019	Call with Restructuring Committee and Advisors	0.5	Sale Transaction
1/6/2019	Call with Restructuring Committee and Advisors	1.0	Board communication
1/7/2019	Analysis Requested by PW on Financings	3.0	Financing Transactions
1/8/2019	Sears Sale Status Conference - Teleconference	1.0	Hearings and Court Matters
1/8/2019	Call with Restructuring Committee and Advisors	0.5	Board communication
1/10/2019	Meeting with RSC and Advisors re: ESL Bid - Teleconference	1.0	Board communication
1/10/2019	Follow-up Call with RSC and Advisors re: ESL Bid	0.5	Board communication
1/12/2019	Internal Call re: ESL Bid Analysis	1.0	Sale Transaction
1/12/2019	Internal Call re: ESL Bid Analysis	0.5	Sale Transaction
1/15/2019	Call with Restructuring Committee and Advisors at Sears Auction	1.0	Board communication
1/15/2019	Call with RSC and Advisors at Sears Auction	0.5	Board communication
1/15/2019	Analysis Requested by PW on Financings and Asset Transfers	4.0	Financing Transactions
1/15/2019	Call with Restructuring Committee and Advisors	0.5	Board communication
1/18/2019	Preparation of Fee Statement	2.0	Fee Application
1/22/2019	Preparation of Fee Statement	3.0	Fee Application
1/23/2019	Restructuring Committee Call	1.0	Board communication
1/25/2019	Restructuring Committee Call	1.0	Board communication
1/28/2019	Restructuring Committee Call	1.0	Board communication
1/30/2019	Restructuring Committee Call	1.0	Board communication
2/1/2019	Restructuring Committee Call	1.0	Board communication
2/4/2019	Sale Hearing	2.0	Sale Transaction
2/4/2019	Restructuring Committee Call	1.0	Board communication
2/6/2019	Sale Hearing	4.0	Sale Transaction
2/6/2019	Restructuring Committee Call	1.0	Board communication
2/28/2019	Update Call with RSC and Advisors	0.5	Board communication
3/1/2019	Preparation of Evercore Monthly Fee Statement	3.0	Fee Application
Total		290.5	

Ziyaad Khayrattee, Analyst

Date	Work Done	Hour	Code
11/8/2018	Internal Meeting (Restructuring and Real Estate teams)	1.0	Valuation
11/8/2018	Preparation of analysis of Seritage valuation	7.0	Valuation
11/9/2018	Preparation of analysis of Seritage valuation	10.0	Valuation
11/10/2018	Preparation of analysis of Seritage valuation	10.0	Valuation
11/12/2018	Internal Meeting (Restructuring and Real Estate teams)	1.0	Valuation
11/13/2018	Preparation of analysis of Seritage valuation	6.0	Valuation
11/14/2018	Internal Meeting (Restructuring and Real Estate teams)	1.0	Valuation
11/15/2018	Preparation of analysis of Seritage valuation	5.0	Valuation
11/20/2018	Internal Meeting (Real Estate)	1.0	Valuation
11/26/2018	Preparation of analysis of Seritage valuation	2.0	Valuation
11/27/2018	Internal Meeting (Restructuring and Real Estate teams)	0.5	Valuation
12/4/2018	Internal meeting to discuss Seritage and Lands End valuation	1.5	Valuation
12/5/2018	Preparation of analysis of Seritage valuation	1.0	Valuation
12/10/2018	Preparation for Duff & Phelps Interview	1.0	Court testimony and litigation support
12/14/2018	Preparation of analysis of Seritage valuation	1.0	Valuation
Total		49.0	

Exhibit C: Expense Details

Project Description	Expenses
Travel	\$2,332.40
Local Ground Transport	\$2,018.03
Meals	\$1,711.62
Legal & Other	\$11,033.25
Total Expenses	\$17,095.30

Travel

Transaction Date	Professional	Description	Detail	Expense
11/26/2018	Sukumar, Ajith	Internet Service on Flight	WiFi on a flight	\$8.53
12/3/2018	Aronson, Daniel	Airfare and Related Fees / Expenses	Booking Fee	8.75
12/3/2018	Aronson, Daniel	Airfare and Related Fees / Expenses	Meeting with Restructuring Sub-Committee / Advisors	679.60
12/3/2018	Aronson, Daniel	Parking Expense	Parking at O'Hare Airport	80.00
12/4/2018	Aronson, Daniel	Internet Service on Flight	WiFi on a flight	24.97
12/18/2018	Kamel, Jonathan	Airfare and Related Fees / Expenses	Booking Fee	35.00
12/18/2018	Kamel, Jonathan	Airfare and Related Fees / Expenses	RSC Interview of Robert Shriesheim (One-Way Flight)	267.86
12/18/2018	Kamel, Jonathan	Airfare and Related Fees / Expenses	RSC Interview of Robert Shriesheim (One-Way Flight)	406.67
11/14/2018	Aronson, Daniel	Airfare and Related Fees / Expenses	Booking Fee	17.50
11/14/2018	Aronson, Daniel	Airfare and Related Fees / Expenses	Flight to Sears Hearing	803.52
Subtotal				\$2,332.40

Ground Transportation

Transaction Date	Professional	Description	Detail	Expense
11/16/2018	Aronson, Daniel	Ground Transportation - Late Night	After Hours / Weekend Car Ride Home	\$114.05
11/17/2018	Sukumar, Ajith	Ground Transportation - Weekend	After Hours / Weekend Car Ride Home	17.11
11/18/2018	Sukumar, Ajith	Ground Transportation - Weekend	After Hours / Weekend Car Ride Home	16.31
11/18/2018	Sukumar, Ajith	Ground Transportation - Weekend	After Hours / Weekend Car Ride Home	17.66
11/19/2018	Sukumar, Ajith	Ground Transportation - Late Night	After Hours / Weekend Car Ride Home	12.75
11/19/2018	Aronson, Daniel	Ground Transportation - Late Night	After Hours / Weekend Car Ride Home	79.02
11/20/2018	Sukumar, Ajith	Ground Transportation - Late Night	After Hours / Weekend Car Ride Home	13.18
11/20/2018	Aronson, Daniel	Ground Transportation - Late Night	After Hours / Weekend Car Ride Home	78.00
11/21/2018	Sukumar, Ajith	Ground Transportation - Late Night	After Hours / Weekend Car Ride Home	12.84
11/25/2018	Sukumar, Ajith	Ground Transportation - Weekend	After Hours / Weekend Car Ride Home	11.16
11/26/2018	Sukumar, Ajith	Ground Transportation - Late Night	After Hours / Weekend Car Ride Home	35.31
11/27/2018	Patkar, Siddhesh	Ground Transportation - Late Night	After Hours / Weekend Car Ride Home	82.90
11/28/2018	Sukumar, Ajith	Ground Transportation - Late Night	After Hours / Weekend Car Ride Home	13.57
11/29/2018	Sukumar, Ajith	Ground Transportation - Late Night	After Hours / Weekend Car Ride Home	13.13
12/1/2018	Khayrattee, Ziyaad	Ground Transportation - Weekend	After Hours / Weekend Car Ride Home	14.15
12/9/2018	Sukumar, Ajith	Ground Transportation - Weekend	After Hours / Weekend Car Ride Home	11.75
12/13/2018	Sukumar, Ajith	Ground Transportation - Late Night	After Hours / Weekend Car Ride Home	27.75
12/16/2018	Patkar, Siddhesh	Ground Transportation - Weekend	Weekend Taxi	63.08
12/16/2018	Patkar, Siddhesh	Ground Transportation - Weekend	Weekend Taxi	101.21
12/16/2018	Kamel, Jonathan	Ground Transportation - Weekend	Weekend Taxi	15.80
12/16/2018	Sukumar, Ajith	Ground Transportation - Weekend	Weekend Taxi	8.00
12/16/2018	Kamel, Jonathan	Ground Transportation - Weekend	Weekend Taxi	12.70
12/16/2018	Sukumar, Ajith	Ground Transportation - Weekend	Weekend Taxi	26.62
12/17/2018	Sukumar, Ajith	Ground Transportation - Late Night	Late Night Taxi	14.93
12/17/2018	Aronson, Daniel	Ground Transportation - Late Night	Late Night Taxi	84.14
12/18/2018	Kamel, Jonathan	Ground Transportation - Late Night	Late Night Taxi	11.80
12/19/2018	Kamel, Jonathan	Ground Transportation - Late Night	Late Night Taxi	5.00
12/19/2018	Kamel, Jonathan	Ground Transportation - Late Night	Late Night Taxi	5.00
12/19/2018	Sukumar, Ajith	Ground Transportation - Late Night	Late Night Taxi	16.76
12/20/2018	Kamel, Jonathan	Ground Transportation - Late Night	Late Night Taxi	40.72
12/20/2018	Aronson, Daniel	Ground Transportation - Late Night	Late Night Taxi	64.34
12/21/2018	Sukumar, Ajith	Ground Transportation - Late Night	Late Night Taxi	14.57
12/24/2018	Sukumar, Ajith	Ground Transportation - Weekend	Parking - Non-US Office Visit while on Vacation	15.11
12/27/2018	Sukumar, Ajith	Ground Transportation - Weekend	Parking - Non-US Office Visit while on Vacation	26.40
12/28/2018	Sukumar, Ajith	Ground Transportation - Weekend	Parking - Non-US Office Visit while on Vacation	7.54
12/29/2018	Sukumar, Ajith	Ground Transportation - Weekend	Parking - Non-US Office Visit while on Vacation	22.63
12/30/2018	Sukumar, Ajith	Ground Transportation - Weekend	Parking - Non-US Office Visit while on Vacation	11.31
1/16/2019	Patkar, Siddhesh	Ground Transportation - Late Night	Late Night Taxi	85.32
1/19/2019	Kamel, Jonathan	Ground Transportation - Weekend	Weekend Taxi	10.80
1/31/2019	Aronson, Daniel	Ground Transportation - Business Travel	Business Travel	146.22
10/15/2018	Mulroy, Sean	Ground Transportation - Late Night	Ground Transportation - Late Night	26.25
10/16/2018	Sukumar, Ajith	Ground Transportation - Late Night	Ground Transportation - Late Night	12.62
10/16/2018	Mulroy, Sean	Ground Transportation - Late Night	Ground Transportation - Late Night	25.17
10/20/2018	Sukumar, Ajith	Ground Transportation - Weekend	Ground Transportation - Weekend	13.55
10/20/2018	Sukumar, Ajith	Ground Transportation - Weekend	Ground Transportation - Weekend	16.72
10/21/2018	Sukumar, Ajith	Ground Transportation - Weekend	Ground Transportation - Weekend	12.67
10/21/2018	Sukumar, Ajith	Ground Transportation - Weekend	Ground Transportation - Weekend	13.25
10/22/2018	Sukumar, Ajith	Ground Transportation - Late Night	Ground Transportation - Late Night	14.68
10/23/2018	Sukumar, Ajith	Ground Transportation - Late Night	Ground Transportation - Late Night	12.23
10/24/2018	Sukumar, Ajith	Ground Transportation - Late Night	Ground Transportation - Late Night	15.85
10/24/2018	Aronson, Daniel	Ground Transportation - Late Night	Ground Transportation - Late Night	60.69
10/26/2018	Sukumar, Ajith	Ground Transportation - Late Night	Ground Transportation - Late Night	32.75
10/27/2018	Sukumar, Ajith	Ground Transportation - Weekend	Ground Transportation - Weekend	11.16
10/28/2018	Sukumar, Ajith	Ground Transportation - Weekend	Ground Transportation - Weekend	39.42
10/30/2018	Sukumar, Ajith	Ground Transportation - Late Night	Ground Transportation - Late Night	12.36
11/4/2018	Sukumar, Ajith	Ground Transportation - Weekend	Ground Transportation - Weekend	18.92
11/11/2018	Kamel, Jonathan	Ground Transportation - Weekend	Ground Transportation - Weekend	11.80
11/11/2018	Kamel, Jonathan	Ground Transportation - Weekend	Ground Transportation - Weekend	14.30
11/11/2018	Patkar, Siddhesh	Ground Transportation - Weekend	Ground Transportation - Weekend	42.08
11/11/2018	Sukumar, Ajith	Ground Transportation - Weekend	Ground Transportation - Weekend	14.14
11/11/2018	Sukumar, Ajith	Ground Transportation - Weekend	Ground Transportation - Weekend	15.08
11/11/2018	Aronson, Daniel	Ground Transportation - Weekend	Ground Transportation - Weekend	69.03
11/11/2018	Aronson, Daniel	Ground Transportation - Weekend	Ground Transportation - Weekend	96.98
11/12/2018	Cicco, Martin J	Ground Transportation - Late Night	Ground Transportation - Late Night	16.30
11/15/2018	Sukumar, Ajith	Ground Transportation - Late Night	Ground Transportation - Late Night	19.39
Subtotal				\$2,018.03

Meals

Transaction Date	Professional	Description	Detail	Expense
11/16/2018	Sukumar, Ajith	Dinner - Late Night	After Hours / Weekend Meal	\$20.00
11/17/2018	Khayrattee, Ziyaad	Weekend Meal	After Hours / Weekend Meal	9.36
11/17/2018	Sukumar, Ajith	Weekend Meal (Lunch)	After Hours / Weekend Meal	20.00
11/17/2018	Sukumar, Ajith	Weekend Meal (Dinner)	After Hours / Weekend Meal	20.00
11/18/2018	Sukumar, Ajith	Weekend Meal (Lunch)	After Hours / Weekend Meal	20.00
11/18/2018	Sukumar, Ajith	Weekend Meal (Dinner)	After Hours / Weekend Meal	20.00
11/19/2018	Kamel, Jonathan	Dinner - Late Night	After Hours / Weekend Meal	20.00
11/19/2018	Sukumar, Ajith	Dinner - Late Night	After Hours / Weekend Meal	20.00
11/20/2018	Sukumar, Ajith	Dinner - Late Night	After Hours / Weekend Meal	20.00
11/20/2018	Kamel, Jonathan	Dinner - Late Night	After Hours / Weekend Meal	20.00
11/21/2018	Sukumar, Ajith	Dinner - Late Night	After Hours / Weekend Meal	20.00
11/22/2018	Sukumar, Ajith	Dinner - Late Night	After Hours / Weekend Meal	20.00
11/24/2018	Sukumar, Ajith	Weekend Meal	After Hours / Weekend Meal	20.00
11/25/2018	Khayrattee, Ziyaad	Weekend Meal	After Hours / Weekend Meal	19.58
11/26/2018	Patkar, Siddhesh	Dinner - Late Night	After Hours / Weekend Meal	20.00
11/26/2018	Kamel, Jonathan	Dinner - Late Night	After Hours / Weekend Meal	20.00
11/26/2018	Sukumar, Ajith	Dinner - Late Night	After Hours / Weekend Meal	20.00
11/27/2018	Sukumar, Ajith	Dinner - Late Night	After Hours / Weekend Meal	20.00
11/27/2018	Khayrattee, Ziyaad	Dinner - Late Night	After Hours / Weekend Meal	14.10
11/27/2018	Kamel, Jonathan	Dinner - Late Night	After Hours / Weekend Meal	20.00
11/28/2018	Sukumar, Ajith	Dinner - Late Night	After Hours / Weekend Meal	20.00
11/28/2018	Khayrattee, Ziyaad	Dinner - Late Night	After Hours / Weekend Meal	20.00
11/28/2018	Kamel, Jonathan	Dinner - Late Night	After Hours / Weekend Meal	20.00
11/29/2018	Sukumar, Ajith	Dinner - Late Night	After Hours / Weekend Meal	20.00
11/30/2018	Sukumar, Ajith	Dinner - Late Night	After Hours / Weekend Meal	20.00
12/2/2018	Sukumar, Ajith	Weekend Meal (Lunch)	After Hours / Weekend Meal	20.00
12/2/2018	Sukumar, Ajith	Weekend Meal (Dinner)	After Hours / Weekend Meal	20.00
12/3/2018	Aronson, Daniel	Travel Meal	Meal During Travel For Meeting	10.89
12/4/2018	Sukumar, Ajith	Dinner - Late Night	After Hours / Weekend Meal	20.00
12/4/2018	Kamel, Jonathan	Dinner - Late Night	After Hours / Weekend Meal	20.00
12/4/2018	Patkar, Siddhesh	Dinner - Late Night	After Hours / Weekend Meal	20.00
12/5/2018	Kamel, Jonathan	Dinner - Late Night	After Hours / Weekend Meal	20.00
12/5/2018	Sukumar, Ajith	Dinner - Late Night	After Hours / Weekend Meal	20.00
12/6/2018	Kamel, Jonathan	Dinner - Late Night	After Hours / Weekend Meal	20.00
12/6/2018	Sukumar, Ajith	Dinner - Late Night	After Hours / Weekend Meal	20.00
12/7/2018	Sukumar, Ajith	Dinner - Late Night	After Hours / Weekend Meal	20.00
12/9/2018	Kamel, Jonathan	Weekend Meal	After Hours / Weekend Meal	2.20
12/9/2018	Sukumar, Ajith	Weekend Meal (Lunch)	After Hours / Weekend Meal	17.43
12/9/2018	Sukumar, Ajith	Weekend Meal (Dinner)	After Hours / Weekend Meal	20.00
12/10/2018	Sukumar, Ajith	Dinner - Late Night	After Hours / Weekend Meal	9.74
12/14/2018	Sukumar, Ajith	Dinner - Late Night	After Hours / Weekend Meal	20.00
12/15/2018	Sukumar, Ajith	Weekend Meal (Lunch)	After Hours / Weekend Meal	20.00
12/15/2018	Sukumar, Ajith	Weekend Meal (Dinner)	After Hours / Weekend Meal	20.00
12/17/2018	Sukumar, Ajith	Dinner - Late Night	After Hours / Weekend Meal	16.88
12/18/2018	Sukumar, Ajith	Dinner - Late Night	After Hours / Weekend Meal	20.00
12/18/2018	Kamel, Jonathan	Dinner - Late Night	After Hours / Weekend Meal	20.00
12/19/2018	Kamel, Jonathan	Dinner - Late Night	After Hours / Weekend Meal	20.00
12/20/2018	Patkar, Siddhesh	Dinner - Late Night	After Hours / Weekend Meal	20.00
12/21/2018	Sukumar, Ajith	Dinner - Late Night	After Hours / Weekend Meal	20.00
12/24/2018	Sukumar, Ajith	Dinner - Late Night	After Hours / Weekend Meal	20.00
12/30/2018	Sukumar, Ajith	Weekend Meal (Lunch)	After Hours / Weekend Meal	16.06
1/2/2019	Kamel, Jonathan	Dinner - Late Night	After Hours / Weekend Meal	20.00
1/2/2019	Patkar, Siddhesh	Dinner - Late Night	After Hours / Weekend Meal	20.00
1/3/2019	Kamel, Jonathan	Dinner - Late Night	After Hours / Weekend Meal	20.00
1/3/2019	Patkar, Siddhesh	Dinner - Late Night	After Hours / Weekend Meal	20.00
1/4/2019	Sukumar, Ajith	Dinner - Late Night	After Hours / Weekend Meal	20.00
1/4/2019	Patkar, Siddhesh	Dinner - Late Night	After Hours / Weekend Meal	20.00
1/8/2019	Sukumar, Ajith	Dinner - Late Night	After Hours / Weekend Meal	20.00
1/17/2019	Kamel, Jonathan	Dinner - Late Night	After Hours / Weekend Meal	19.33
1/18/2019	Kamel, Jonathan	Dinner - Late Night	After Hours / Weekend Meal	14.61
1/18/2019	Sukumar, Ajith	Dinner - Late Night	After Hours / Weekend Meal	13.72
1/19/2019	Kamel, Jonathan	Weekend Meal (Dinner)	After Hours / Weekend Meal	15.19
10/15/2018	Sukumar, Ajith	Dinner - Late Night	Late Night Dinner	20.00
10/16/2018	Mulroy, Sean	Dinner - Late Night	Late Night Dinner	20.00
10/20/2018	Sukumar, Ajith	Weekend Meal (Lunch)	Weekend Lunch	19.35
10/20/2018	Sukumar, Ajith	Weekend Meal (Dinner)	Weekend Dinner	20.00
10/21/2018	Sukumar, Ajith	Weekend Meal (Lunch)	Weekend Lunch	20.00
10/21/2018	Sukumar, Ajith	Weekend Meal (Dinner)	Weekend Dinner	20.00

10/22/2018	Sukumar, Ajith	Dinner - Late Night	Late Night Dinner	8.66
10/22/2018	Mulroy, Sean	Dinner - Late Night	Late Night Dinner	20.00
10/23/2018	Sukumar, Ajith	Dinner - Late Night	Late Night Dinner	20.00
10/24/2018	Sukumar, Ajith	Dinner - Late Night	Late Night Dinner	20.00
10/25/2018	Sukumar, Ajith	Dinner - Late Night	Late Night Dinner	20.00
10/26/2018	Sukumar, Ajith	Dinner - Late Night	Late Night Dinner	20.00
10/27/2018	Sukumar, Ajith	Weekend Meal (Lunch)	Weekend Lunch	20.00
10/28/2018	Sukumar, Ajith	Weekend Meal (Lunch)	Weekend Lunch	20.00
10/28/2018	Sukumar, Ajith	Weekend Meal (Dinner)	Weekend Dinner	20.00
10/30/2018	Sukumar, Ajith	Dinner - Late Night	Late Night Dinner	20.00
10/31/2018	Sukumar, Ajith	Dinner - Late Night	Late Night Dinner	8.66
11/2/2018	Sukumar, Ajith	Dinner - Late Night	Late Night Dinner	20.00
11/4/2018	Kamel, Jonathan	Weekend Meal (Lunch)	Weekend Lunch	12.34
11/4/2018	Sukumar, Ajith	Weekend Meal (Lunch)	Weekend Lunch	13.36
11/4/2018	Sukumar, Ajith	Weekend Meal (Dinner)	Weekend Dinner	20.00
11/5/2018	Kamel, Jonathan	Dinner - Late Night	Late Night Dinner	20.00
11/6/2018	Kamel, Jonathan	Dinner - Late Night	Late Night Dinner	20.00
11/7/2018	Sukumar, Ajith	Dinner - Late Night	Late Night Dinner	20.00
11/9/2018	Kamel, Jonathan	Dinner - Late Night	Late Night Dinner	11.01
11/11/2018	Sukumar, Ajith	Weekend Meal (Lunch)	Weekend Lunch	19.15
11/11/2018	Sukumar, Ajith	Weekend Meal (Dinner)	Weekend Dinner	20.00
11/12/2018	Kamel, Jonathan	Dinner - Late Night	Late Night Dinner	20.00
11/13/2018	Kamel, Jonathan	Dinner - Late Night	Late Night Dinner	20.00
11/15/2018	Sukumar, Ajith	Dinner - Late Night	Late Night Dinner	20.00
Subtotal				\$1,711.62

Legal & Other

Transaction Date	Professional	Description	Detail	Expense
12/5/2018	Sukumar, Ajith	Print Service	Printing of EVR presentation material for RSC Meeting	\$1,193.75
1/30/2019	N/A	Legal Fees	Debevoise & Plimpton	2,493.00
1/30/2019	N/A	Legal Fees	Debevoise & Plimpton	7,346.50

Subtotal **\$11,033.25**